



ULTIMATE

SPIDER-MAN®

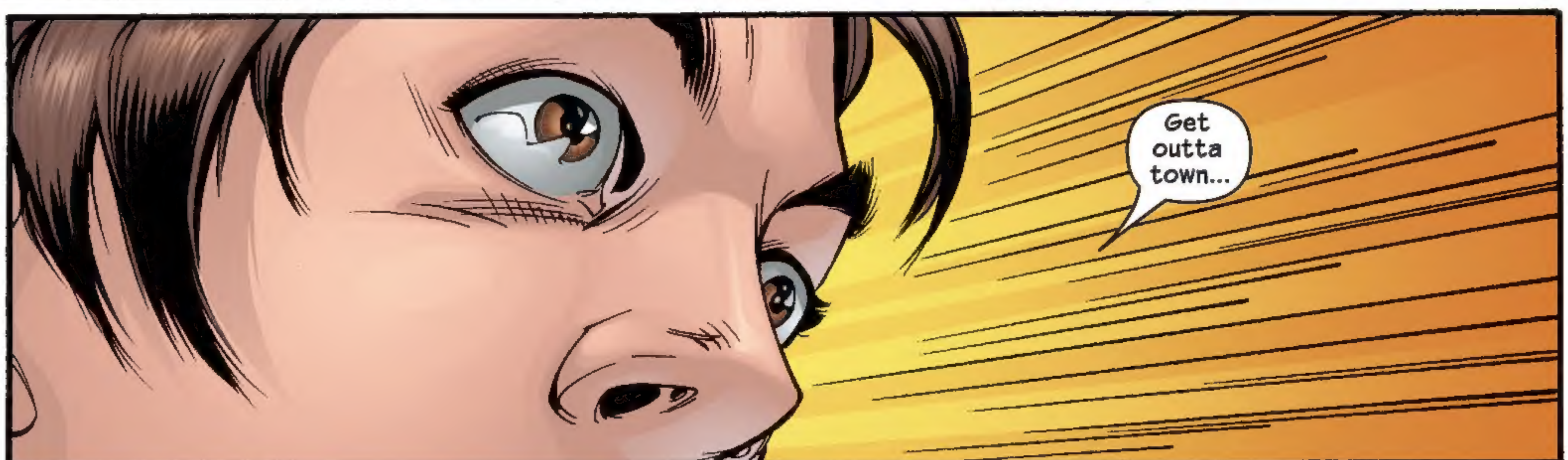
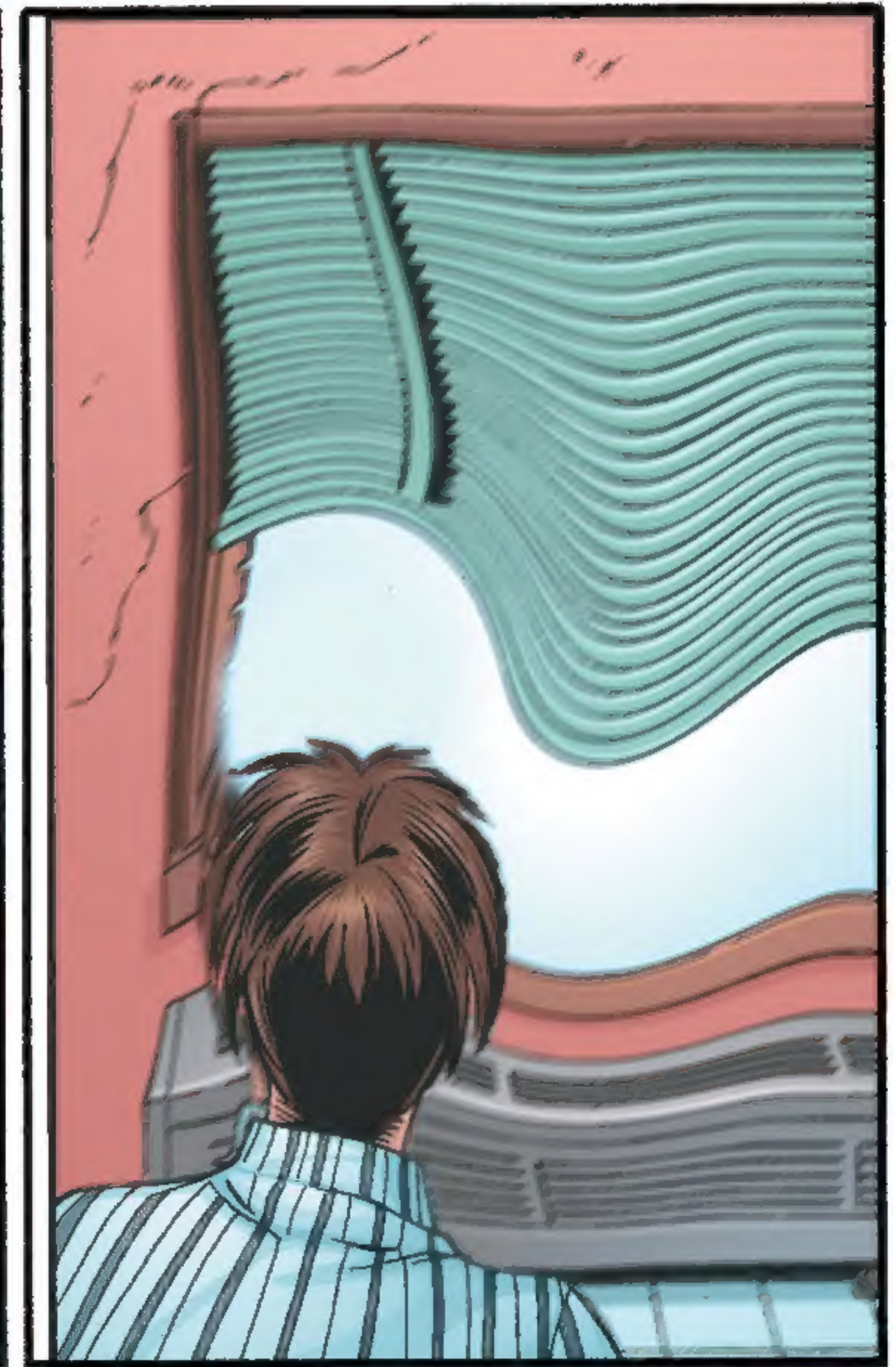
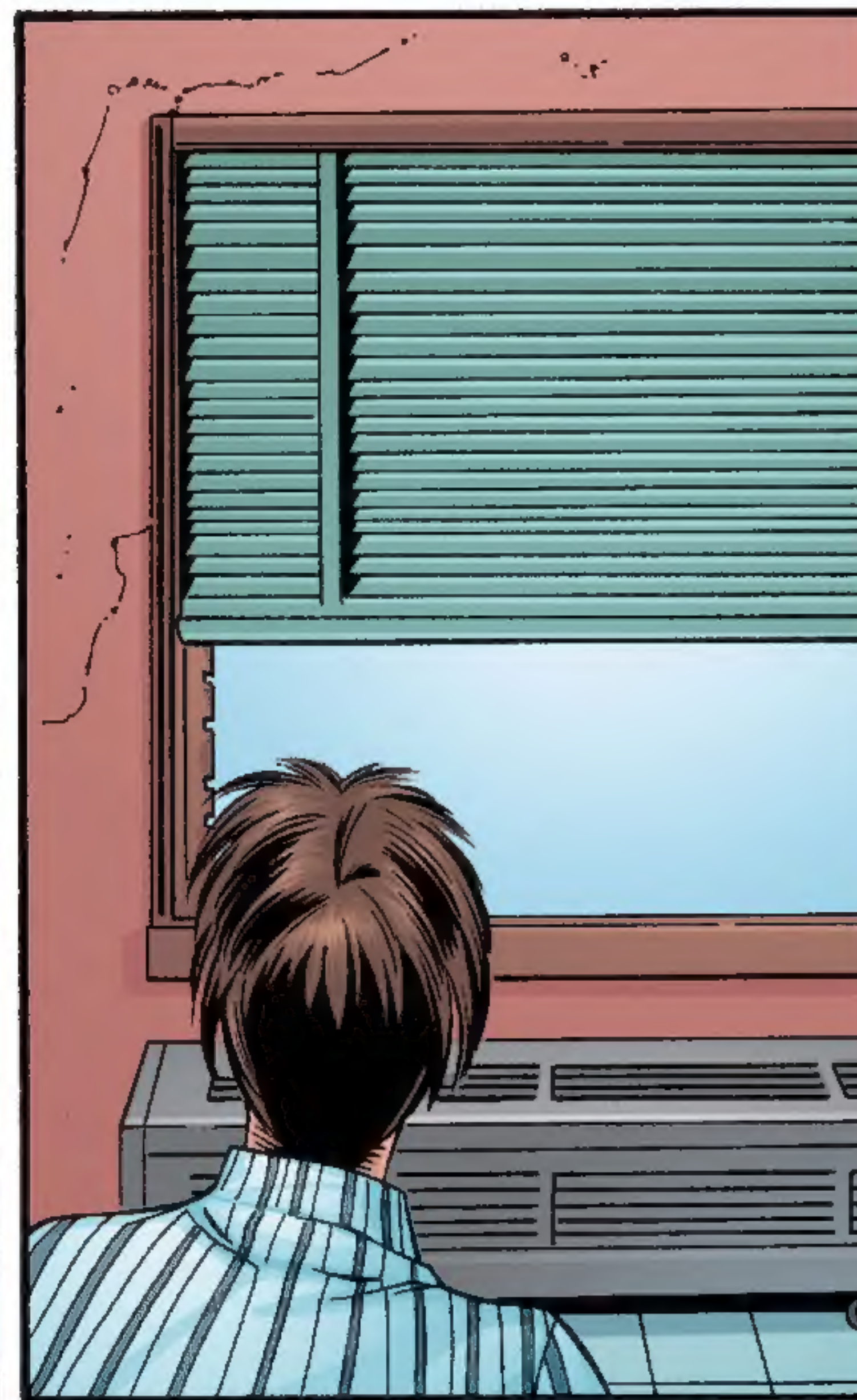
ISSUE

24

ULTIMATUM

BENDIS
BAGLEY
THIBERT

MARVEL®





Calm down,
hotshot.

We have
important things
to talk about and
not much time to
do it in.

My name is
Nick Fury.

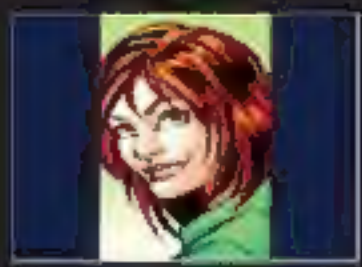
Have
you heard
of me?



Peter Parker



Aunt May



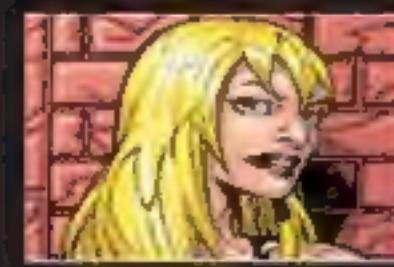
Mary Jane Watson



Harry Osborn



Norman Osborn



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

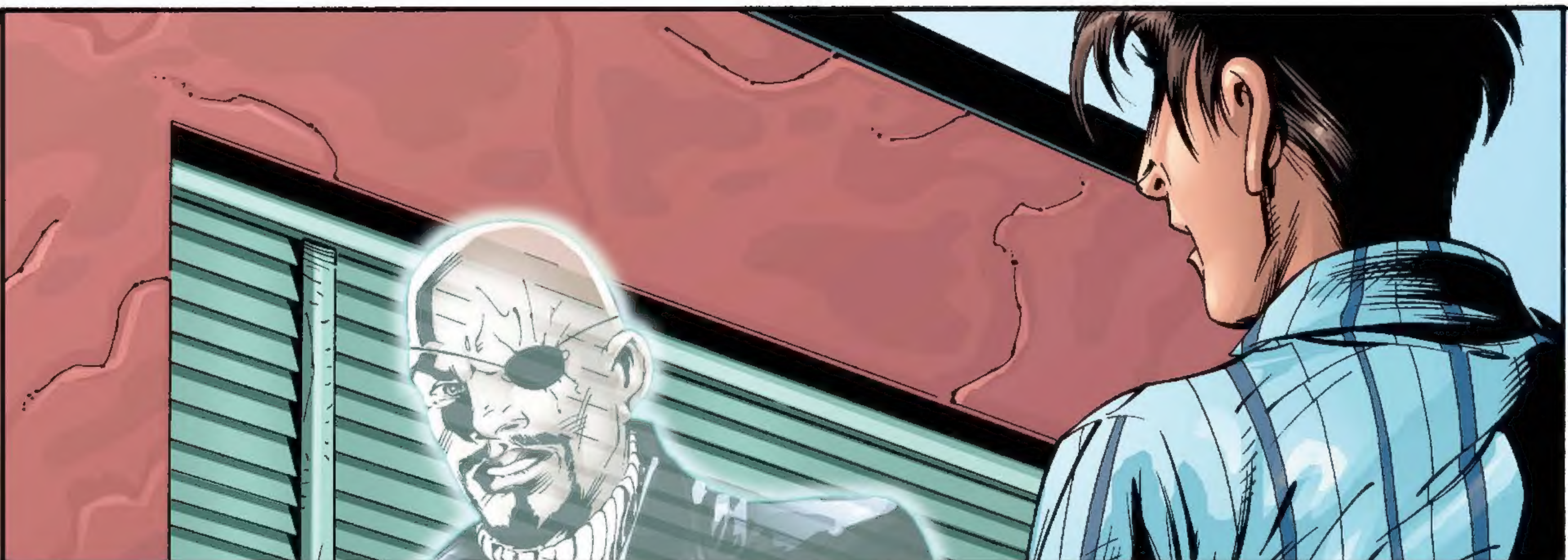
When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full High School curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Norman Osborn was secretly developing a new wonder drug called Oz. Testing of this mystery drug genetically altered the spider that accidentally created Spider-Man.

Now Norman Osborn demonstrates to Peter how he can turn himself into the horrifying monster known as the Green Goblin with a simple injection of Oz. Norman tells a terrified Peter that if Peter doesn't abide by his every wish, he will hurt or kill Aunt May and Mary Jane. Peter runs away terrified.



S t a n d a l e e p r e s e n t s : ULTIMATE SPIDER-MAN

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I asked you-- have you heard of me?

Y- yes.

Then you know that I run the largest world peace task force in the world.

S.H.I.E.L.D.

Uh... Yes...

Did you read the piece on me in this month's Time magazine?

No.



It's a cover story.

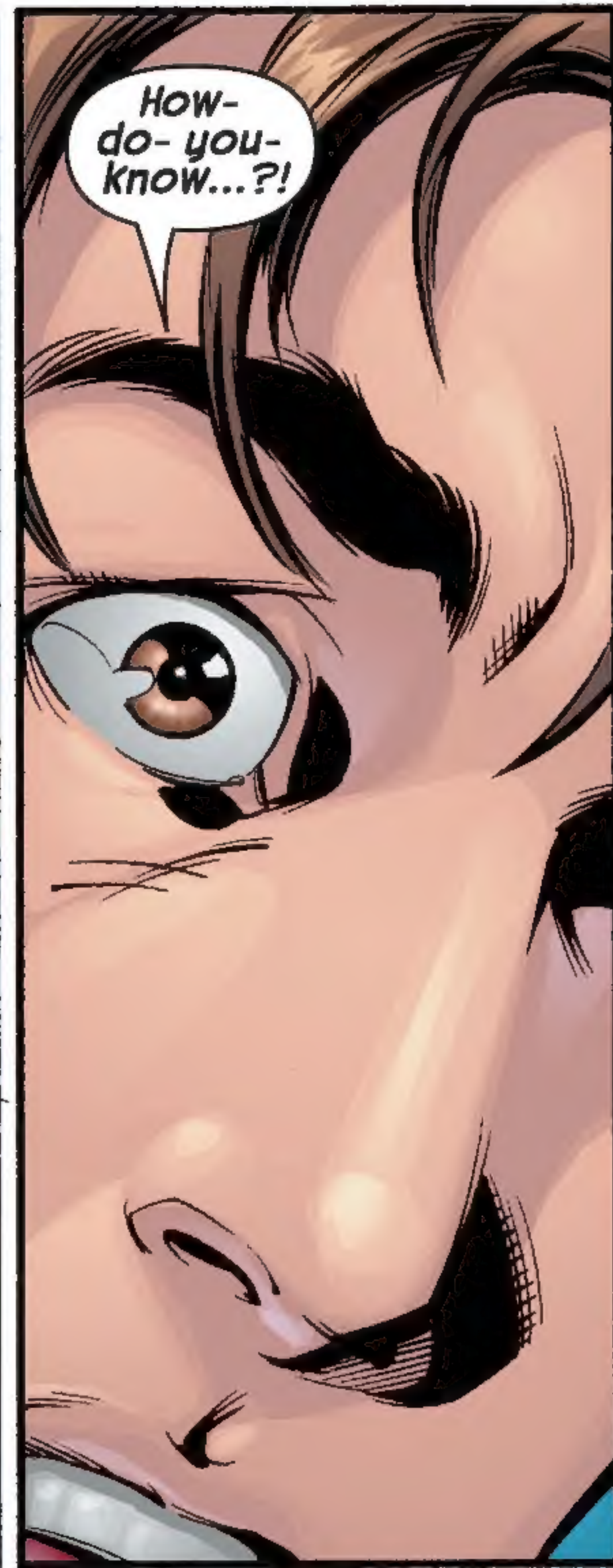


What are you doing in my high school?

How do you know who I am?



Peter, there's not much in this world I do not know.



How-do- you-know...?!

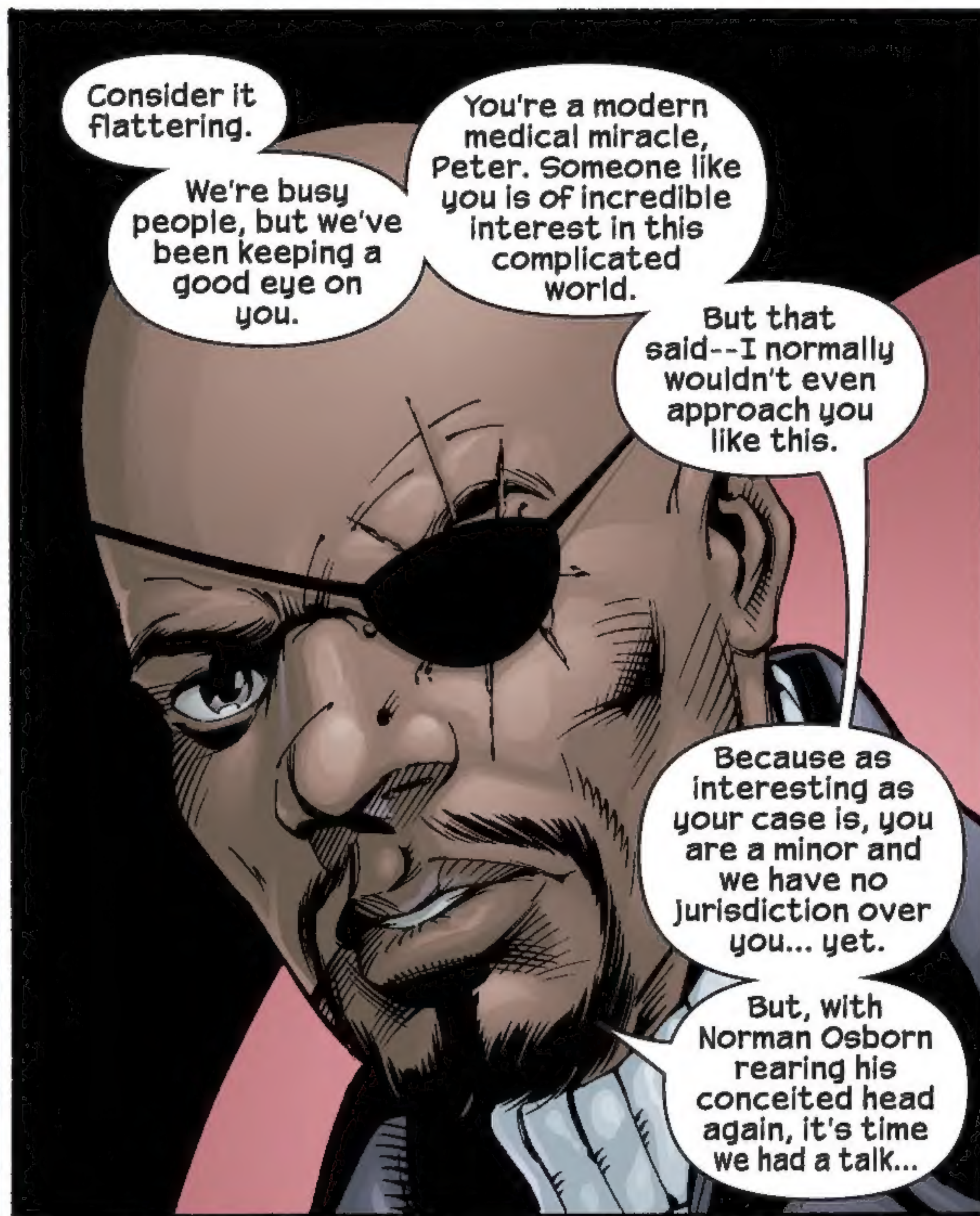


Agent Bradley, how do we know about Peter exactly?

Um, let's see, a bunch of ways.

The Osborn Industries security tape, Otto Octavius hypnosis transcripts, the Latverian assault at the U.N. ...

Oh, man...



Consider it flattering.

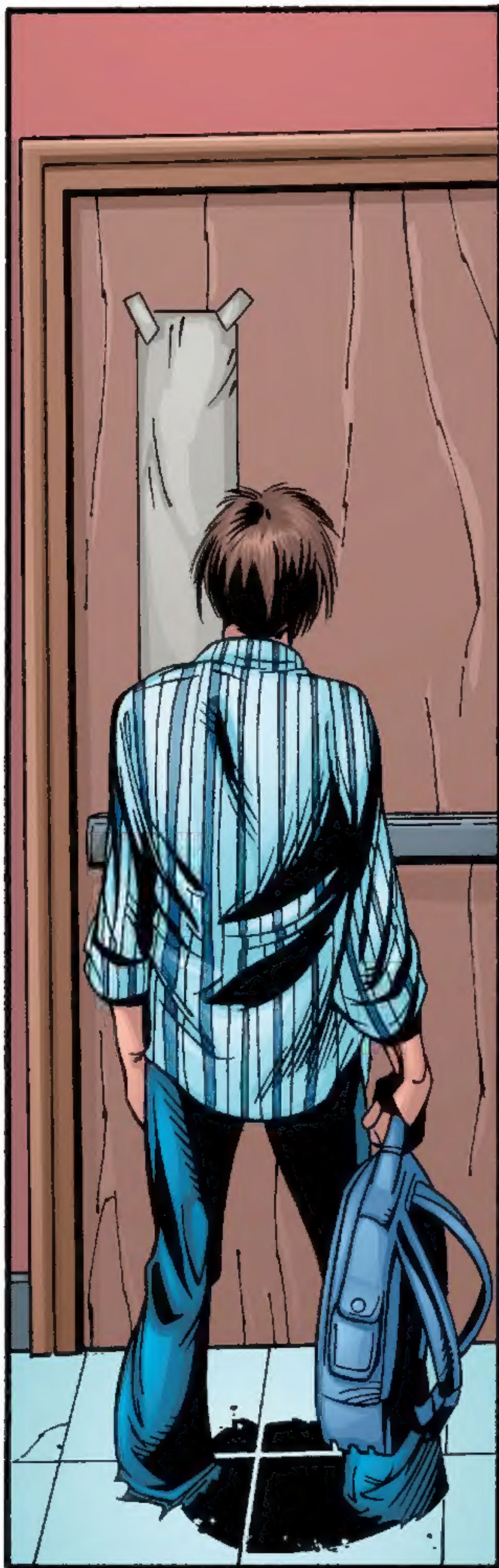
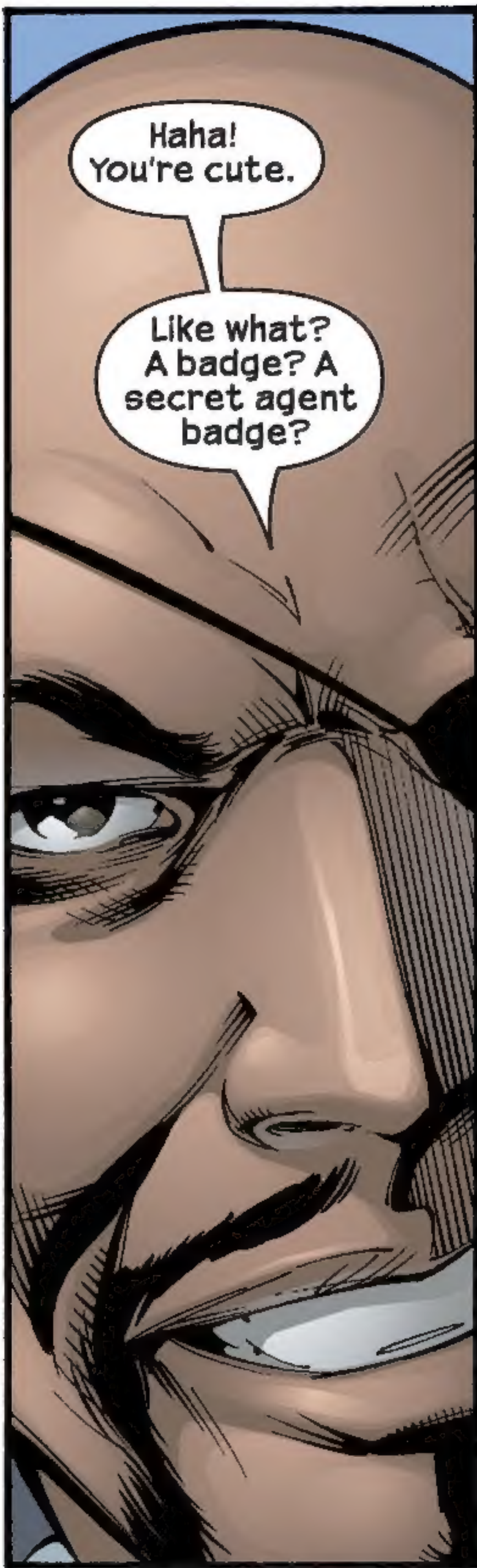
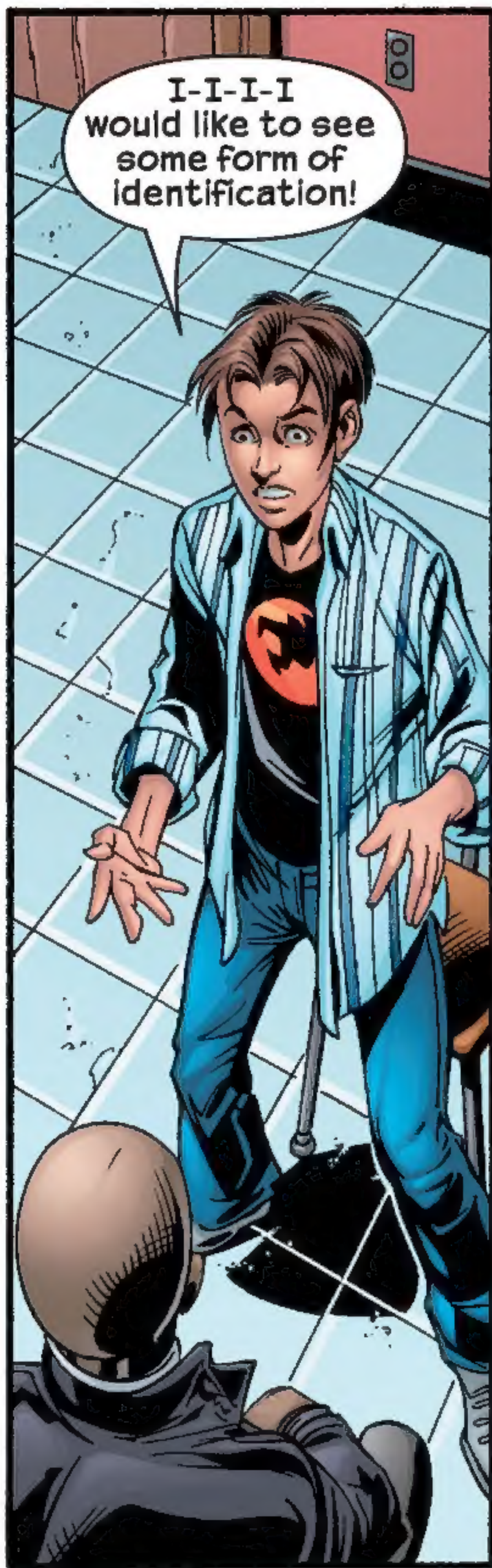
We're busy people, but we've been keeping a good eye on you.

You're a modern medical miracle, Peter. Someone like you is of incredible interest in this complicated world.

But that said--I normally wouldn't even approach you like this.

Because as interesting as your case is, you are a minor and we have no jurisdiction over you... yet.

But, with Norman Osborn rearing his conceited head again, it's time we had a talk...



Originally, the entire Oz project, the genetic project that accidentally created you and Norman's alter ego...

...was being
created for us.
For S.H.I.E.L.D.

We had, for many years, been taking open corporate bids on a "Super Soldier" serum.

Oscorp and a few other companies were competing for our attention.

Osborn made a heckuva presentation, but, as it turned out, he was full of bull. All smoke and mirrors.

His formulas were a mess. He was rushing his processes and getting sloppy.

4. After two and a half years he had nothing to show for it.

So I, me, I
cut the cord
between S.H.I.E.L.D.
and Oscorp.

He was,
and is, pretty
ticked off at
me-- oh well.

See, now he had a whole lot to answer for. His company was built on a genetic house of cards and it was about to tip.

So to cover his heinie--he publicly declared that he had "accidentally" discovered some new "thing," some new "it" that was going to make the world stand up and cheer.

And the truth is that he might have been onto something with Oz, but he had nothing yet.

His announcement was about seven years premature. He was scrambling.

And you
and your spider
accident only tickled
his backside
more--

So
close, yet
so far.

He was arrogant. He panicked. Got cocky. And turned himself into a monster.

Flash forward to now-- he is angry at everyone but himself for what he has done to his home, his company, his mind.

Obviously he has riddled his once brilliant mind with multiple mainline exposures to his untested genetic concoction...

And, as our staff psychologists have projected, he is engaging himself, and you, and us, and me, in a vicious cycle of delusion, revenge and dominance.





So if you know this--**arrest** him.

Shoot him.

What do you want from **me**?



You're young and I know you'll have a hard time understanding the bigger picture here--

--but legally, Osborn is off-limits to us.

Yes, we know all about Norman Osborn, we know all about his Oz project, and we know what he has done to himself in an attempt to recreate the accident that created you...

But...



Wait...

...he did that to himself because he wanted to--?



Yes.



I didn't know that.



The American government isn't allowed to spy on Americans on American soil.

It's against the **law**.

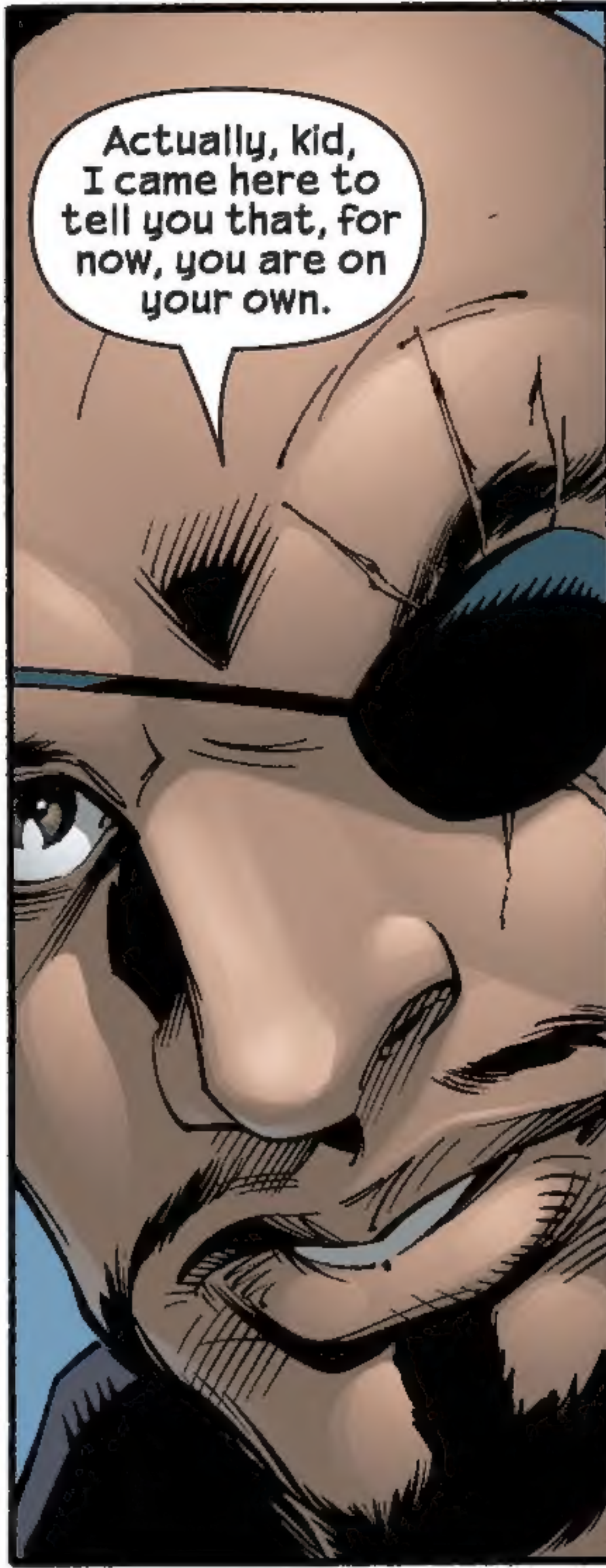
I am not here.

Agent Bradley isn't here.

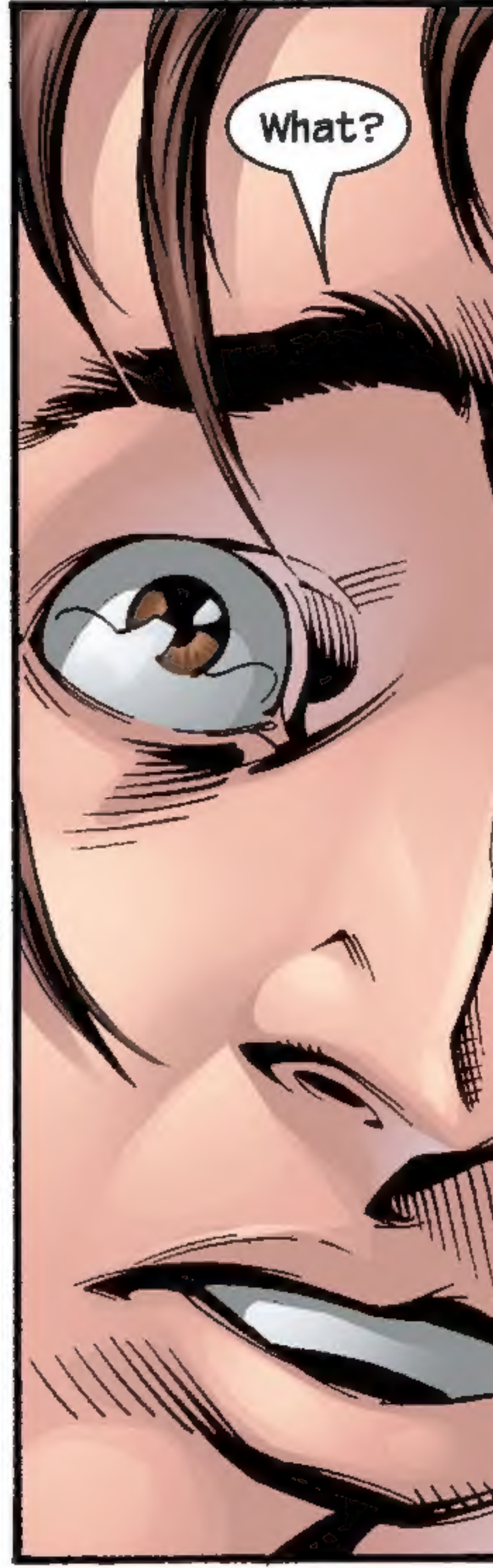


It is, in fact, illegal for us to have heard his threat to you last night.

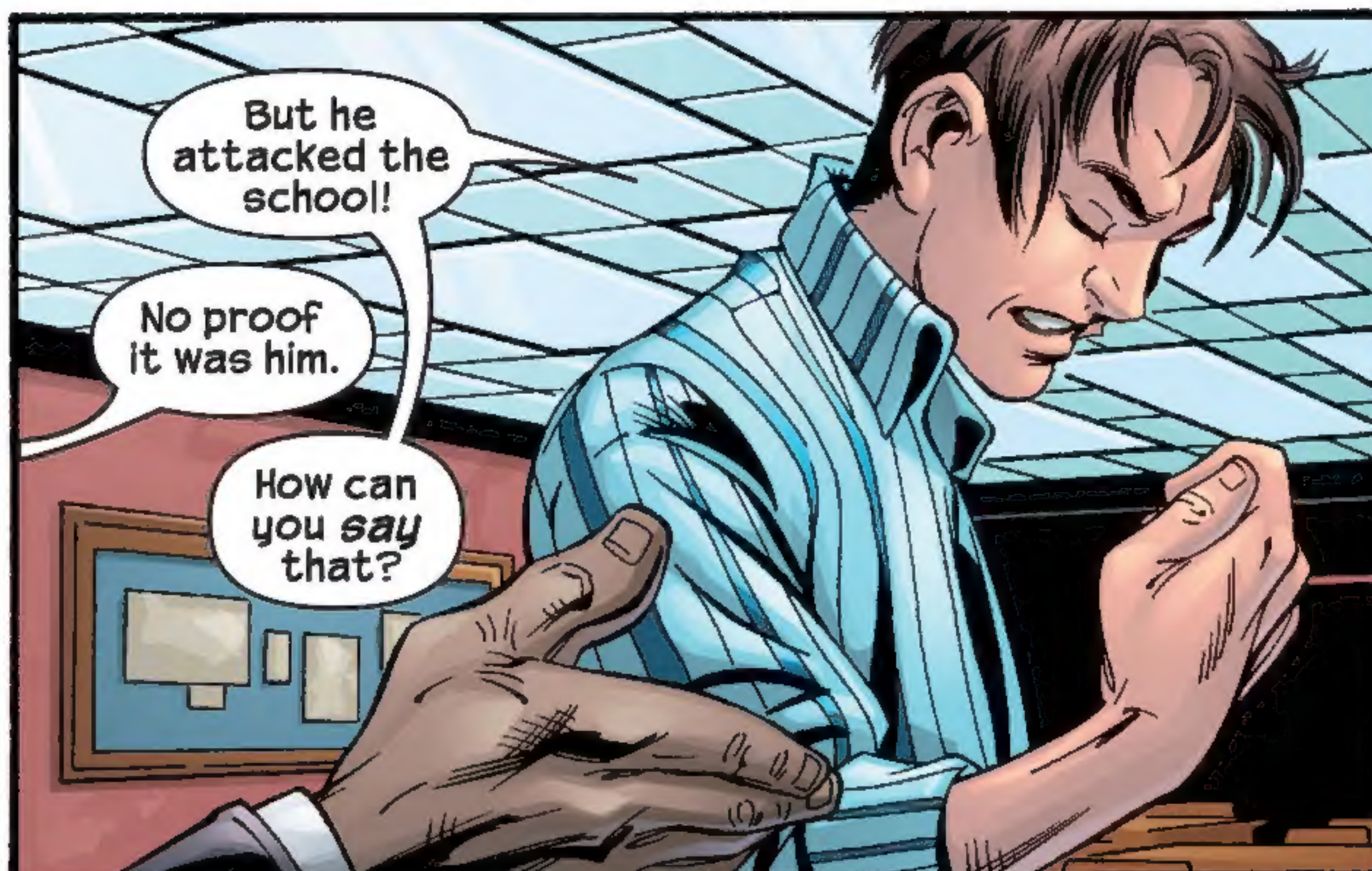
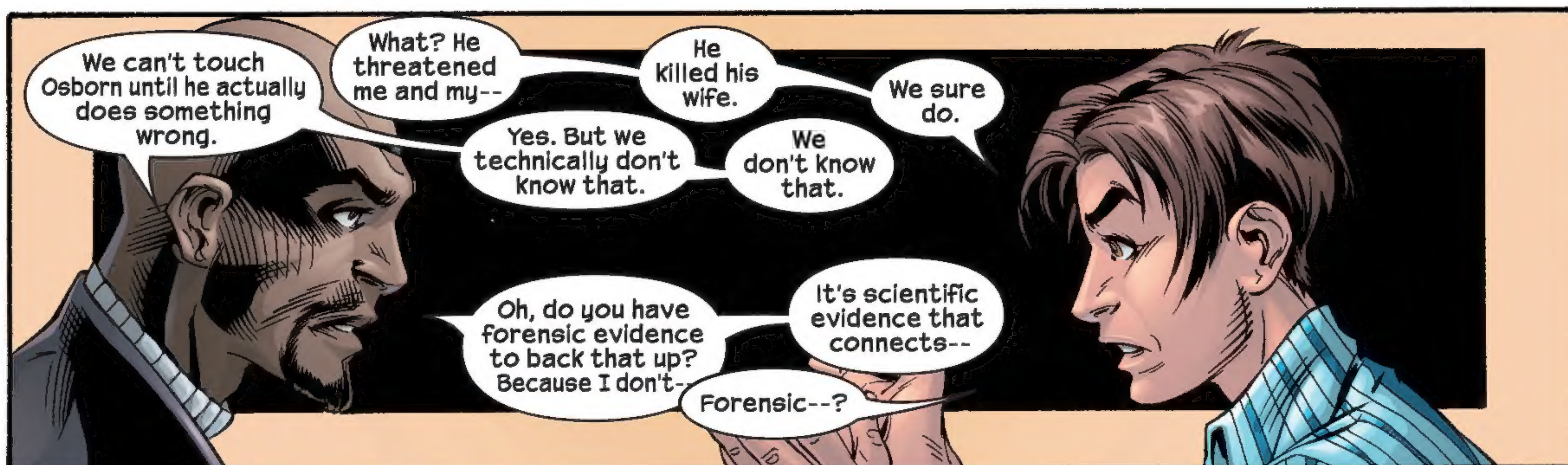
So what are you going to do to **stop** him?!

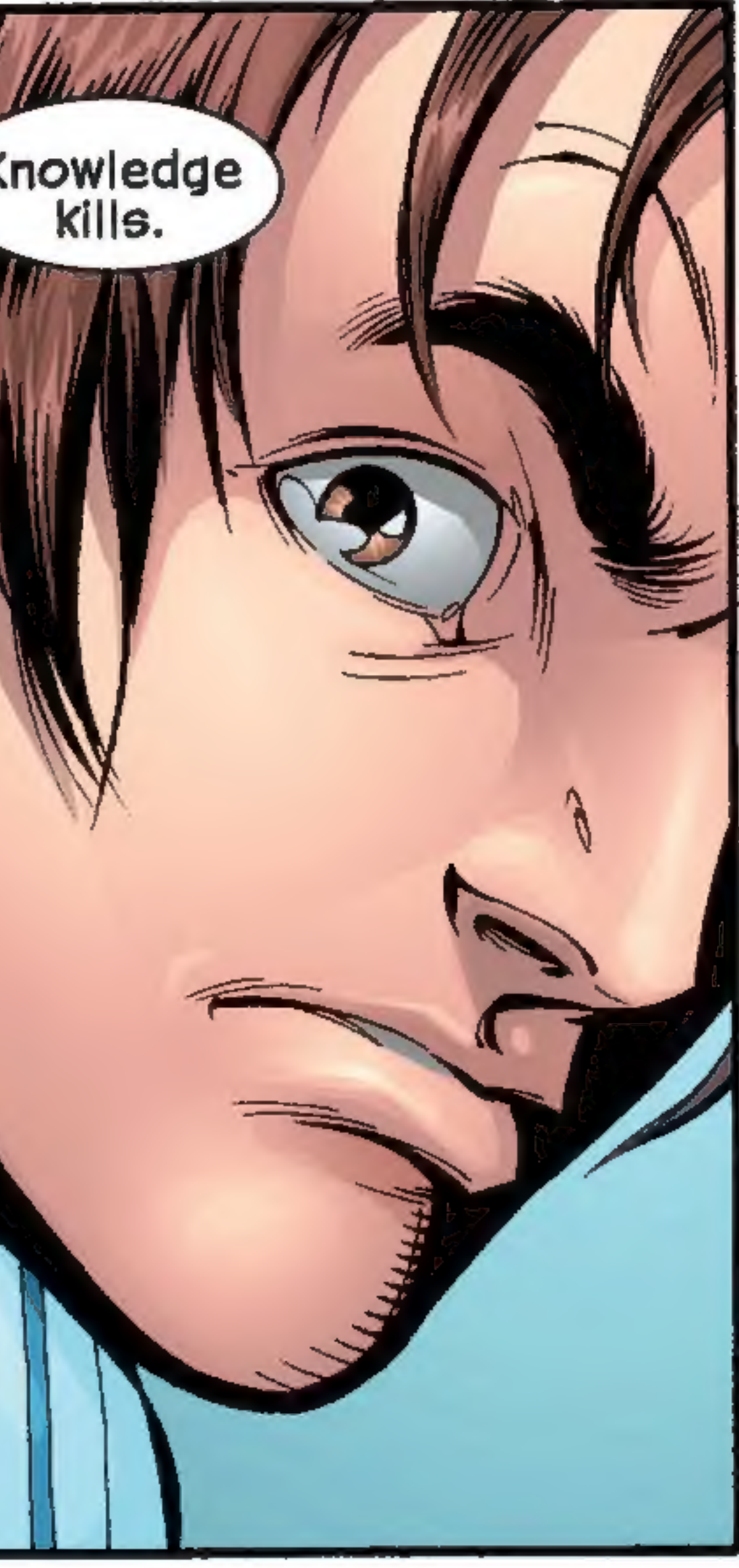
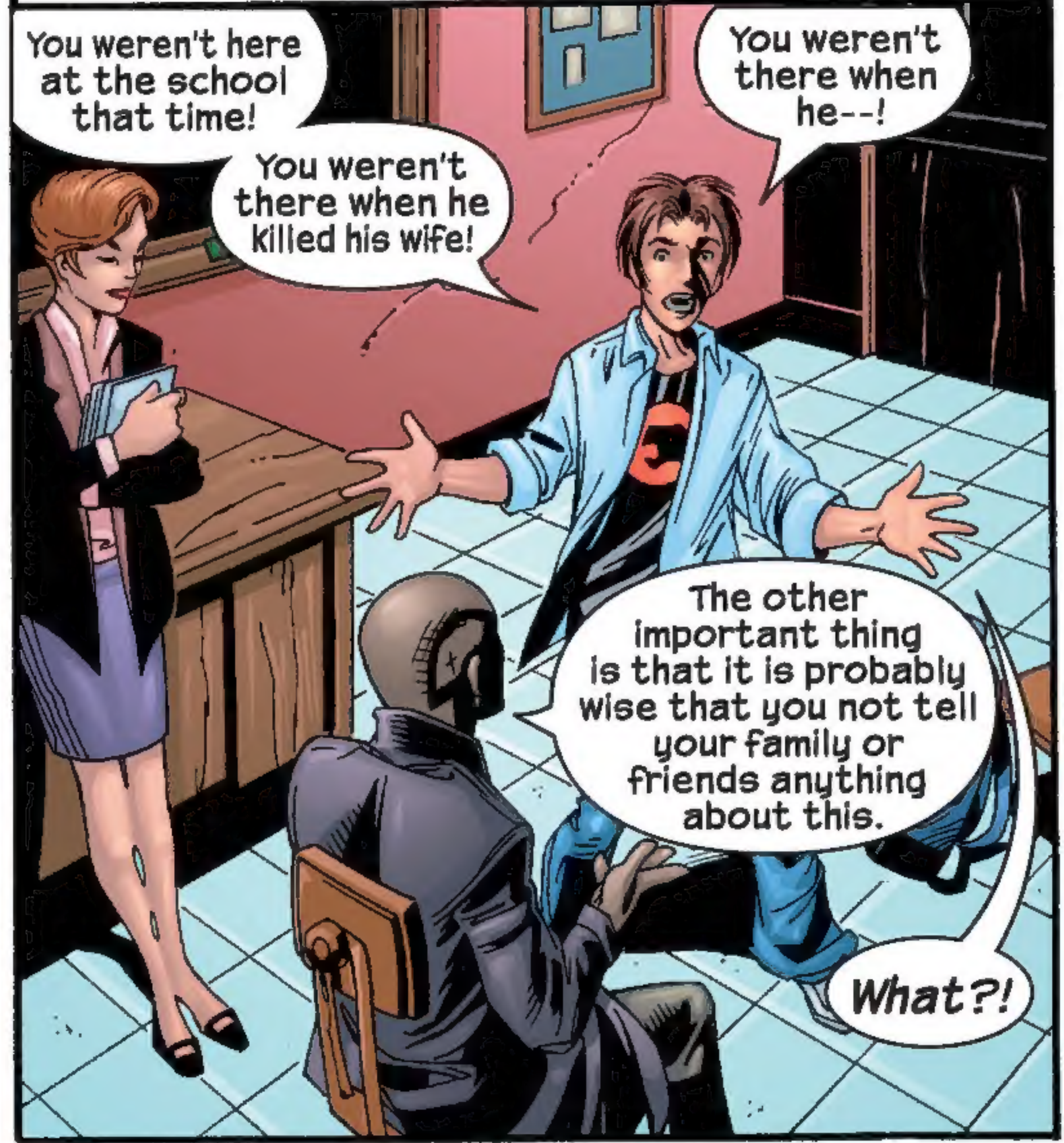
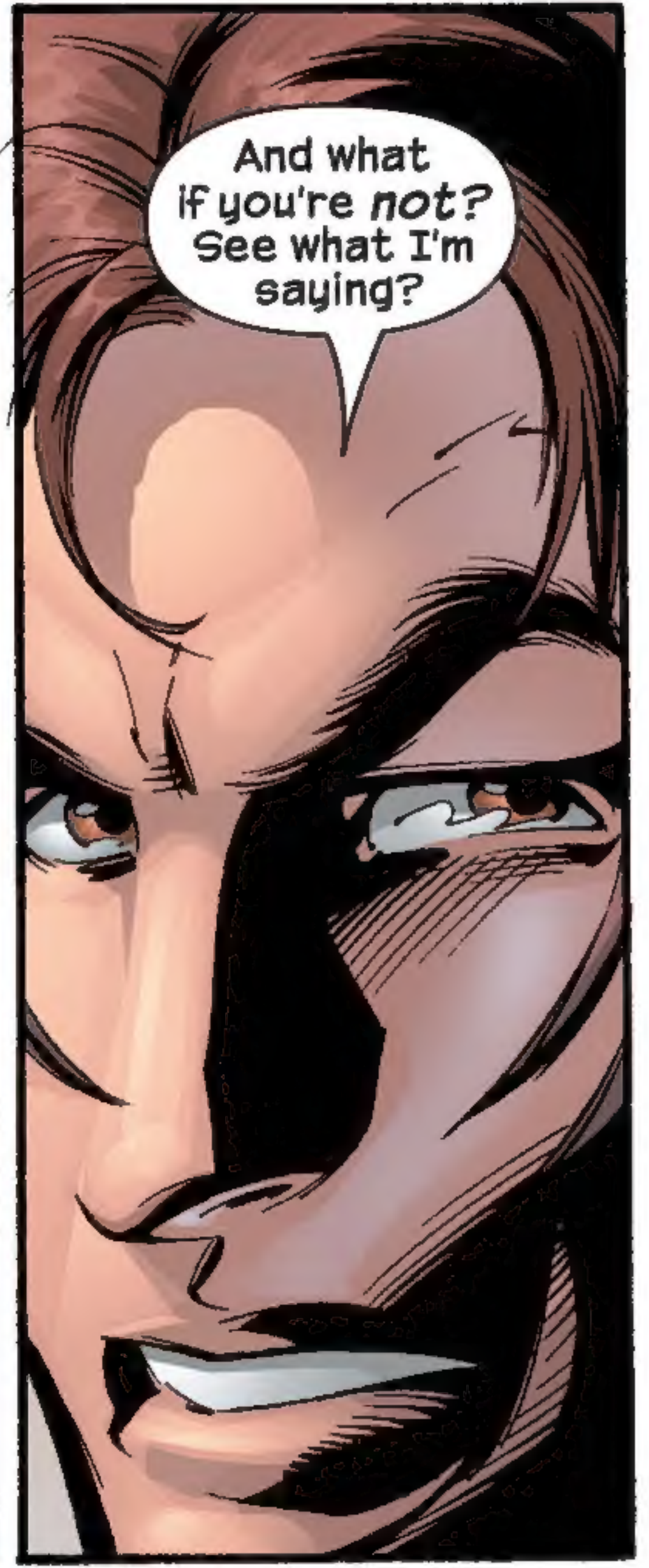


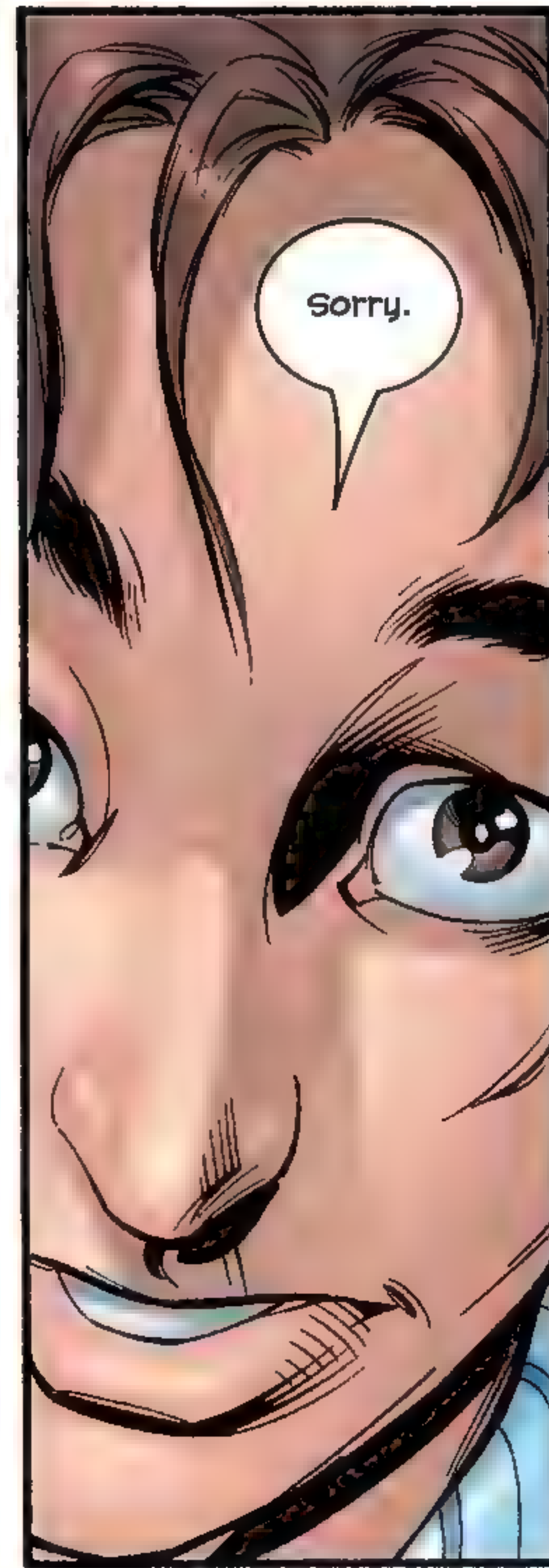
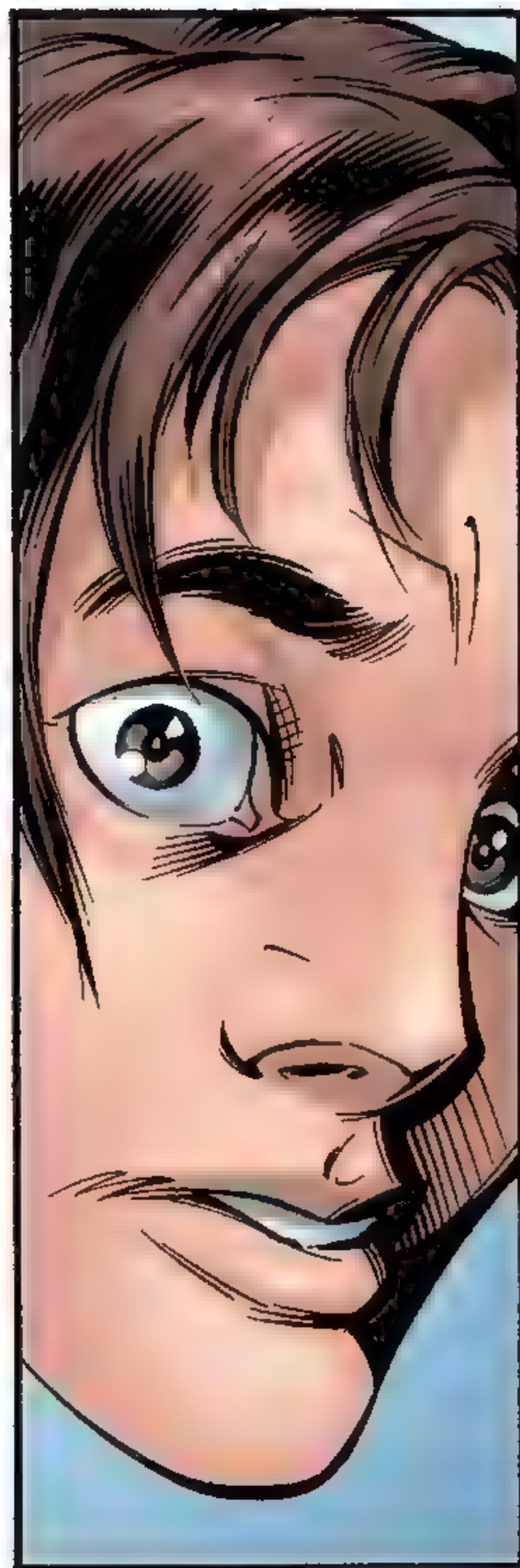
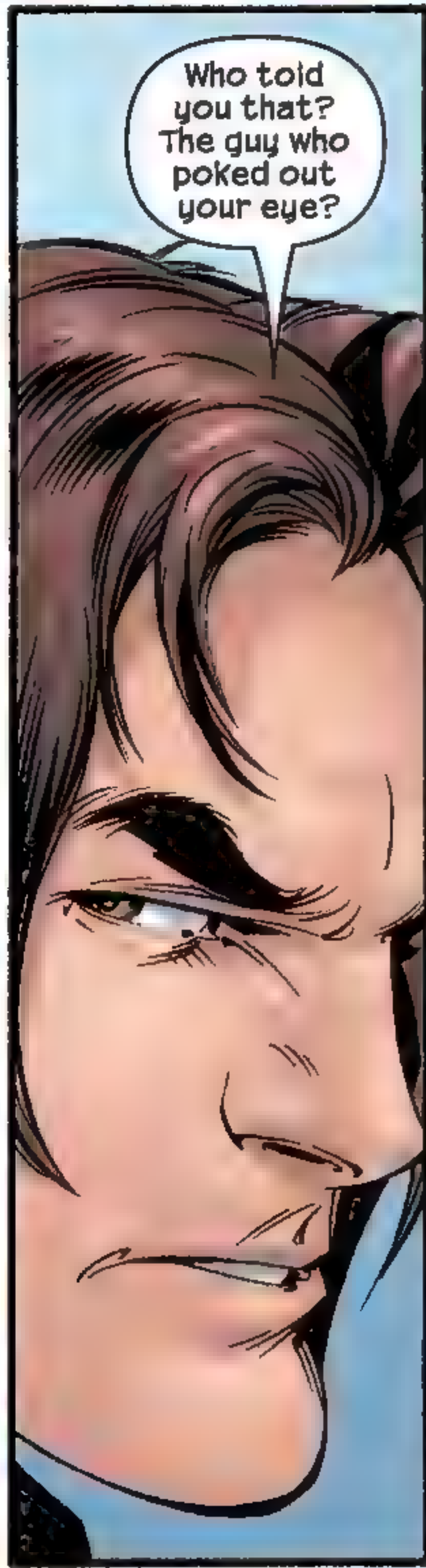
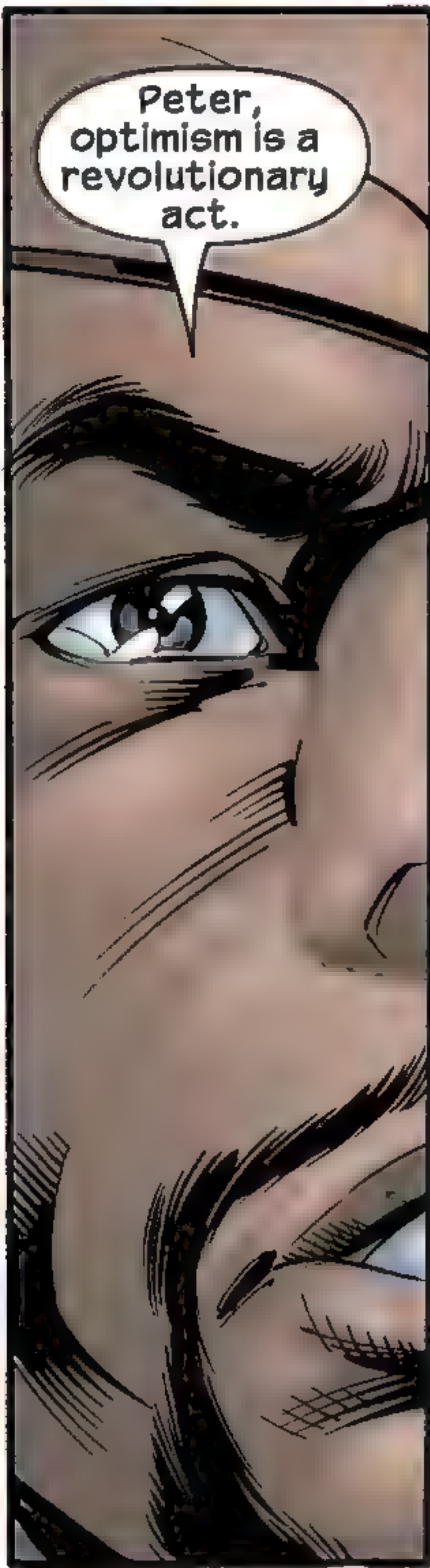
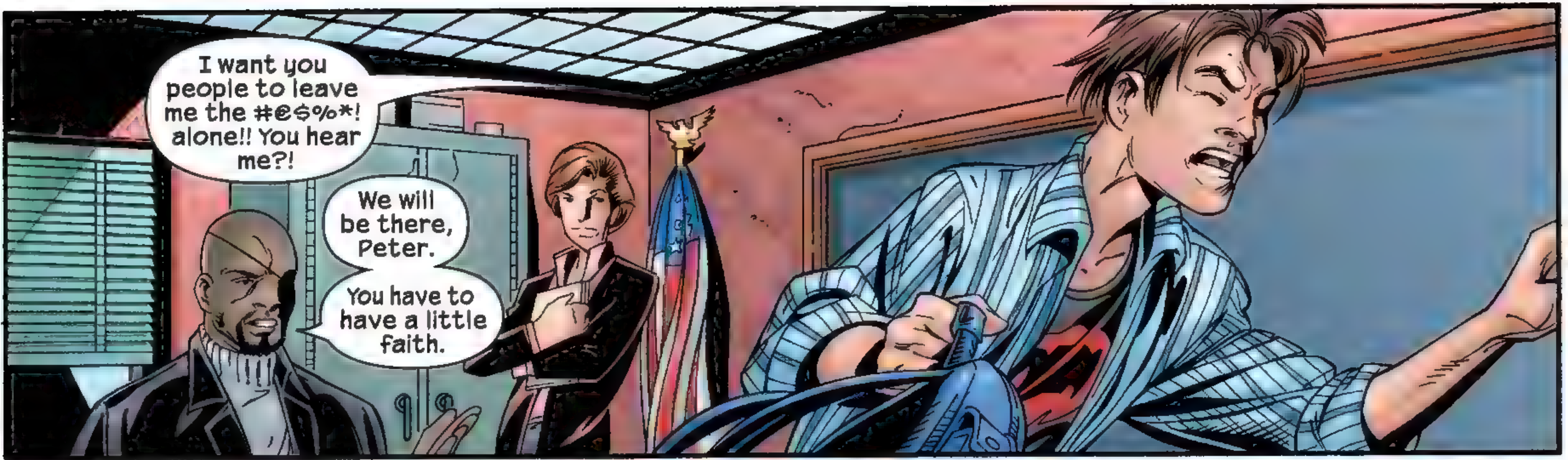
Actually, kid, I came here to tell you that, for now, you are on your own.

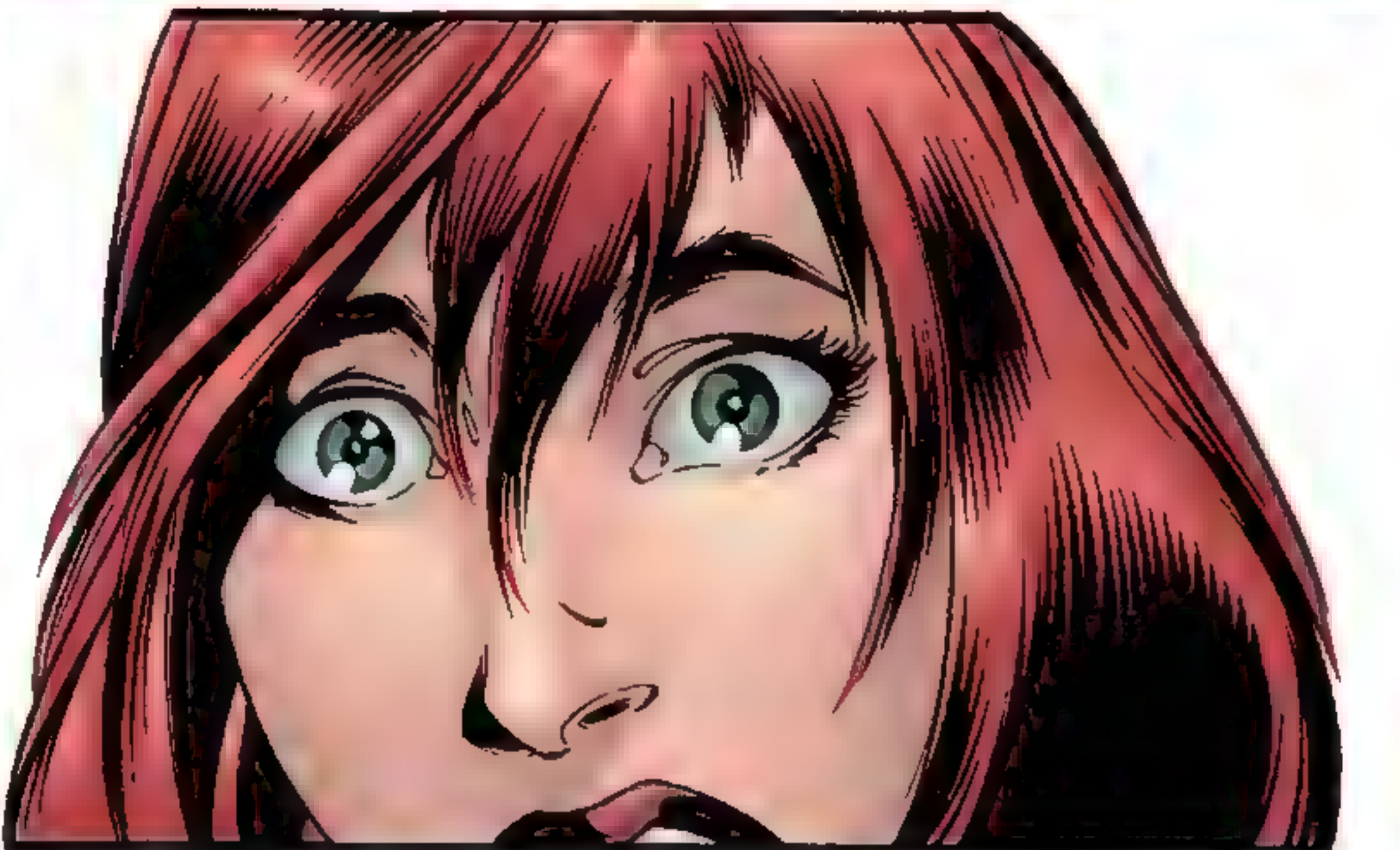
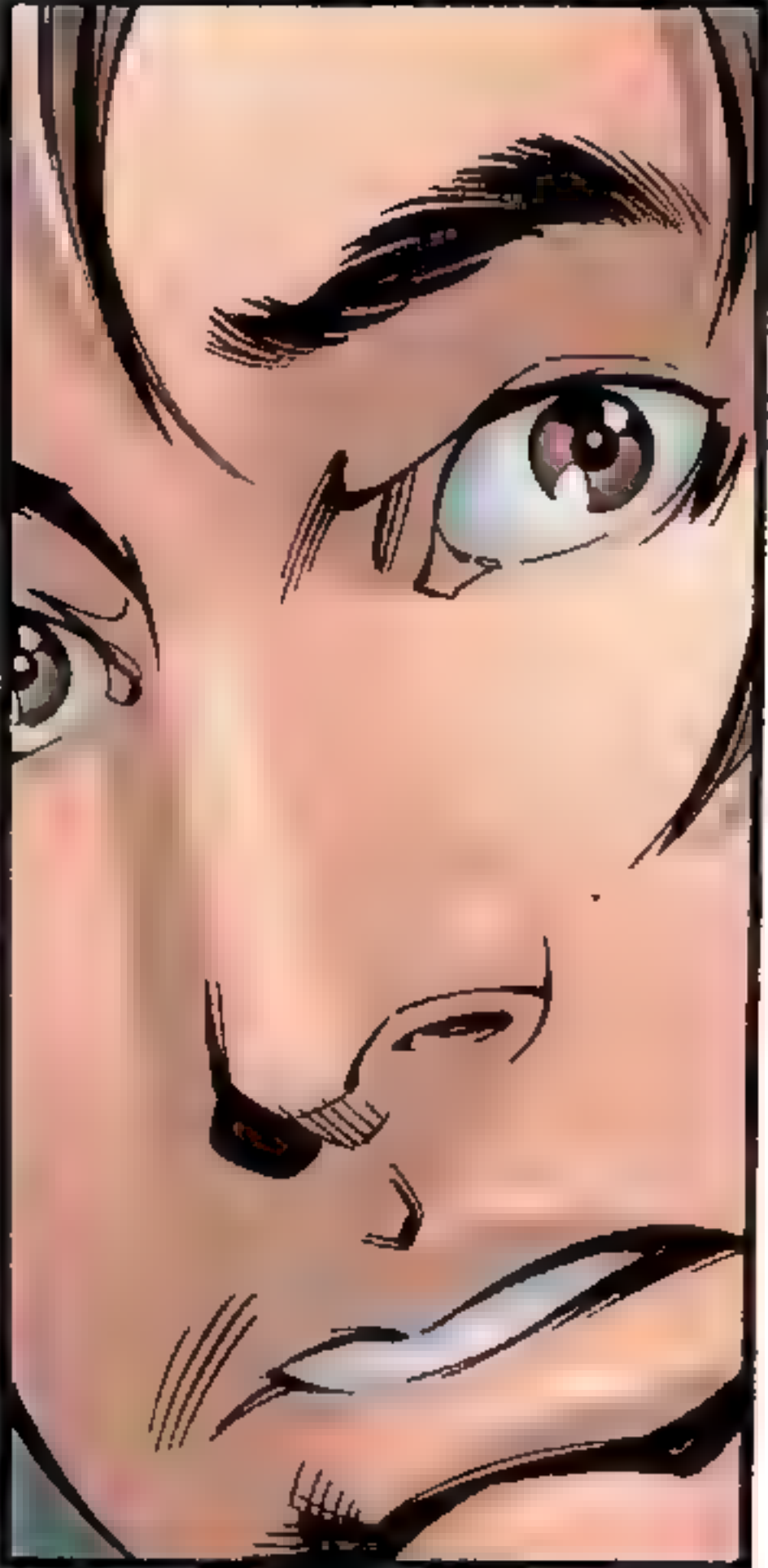
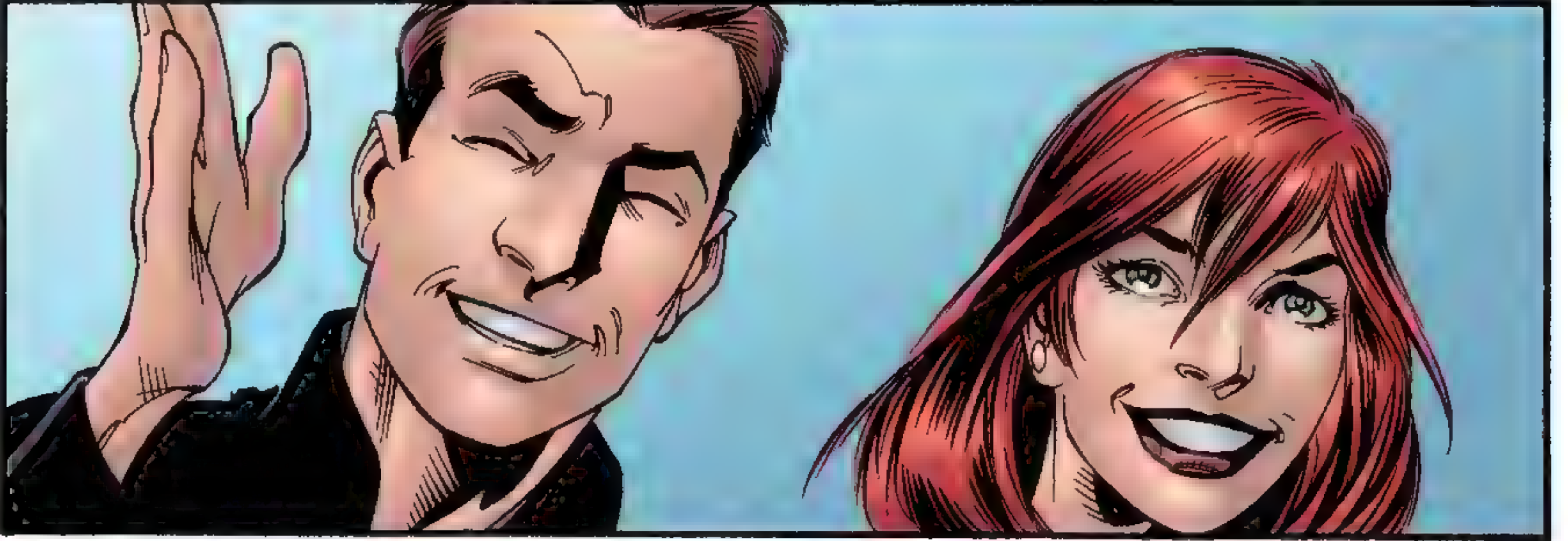
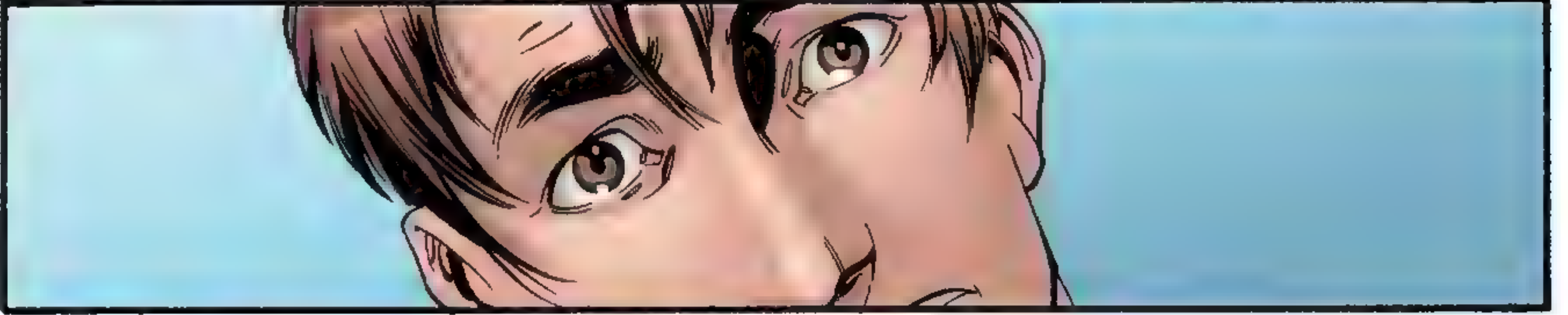
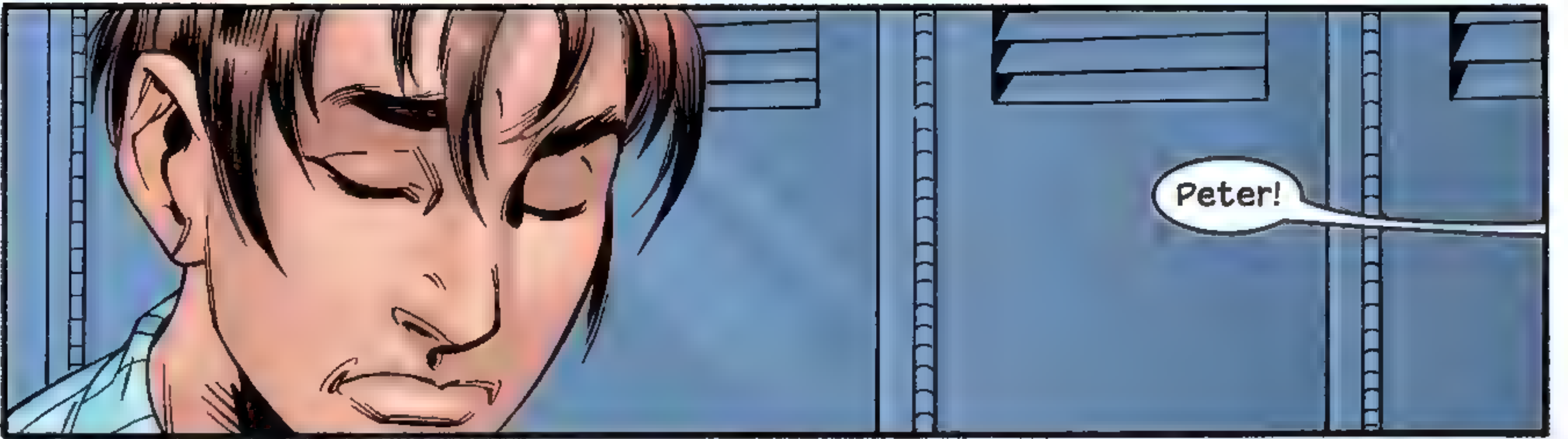
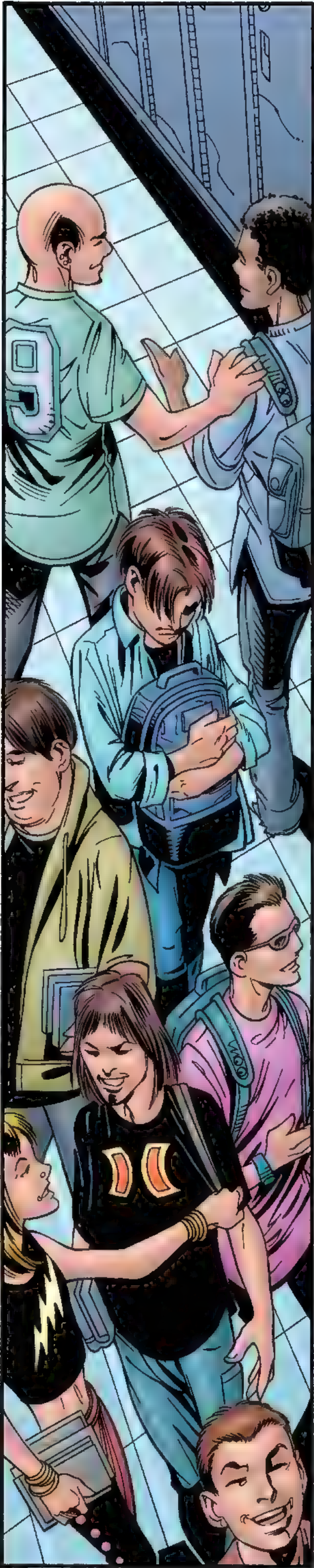


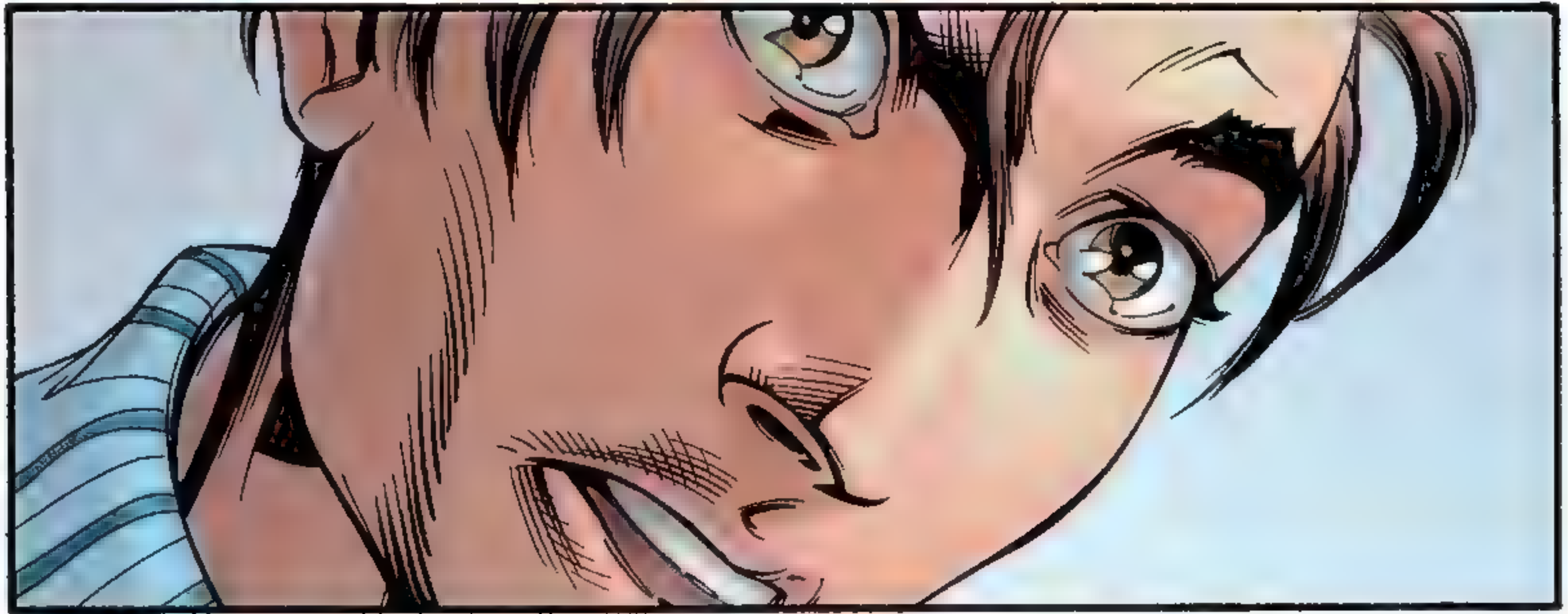
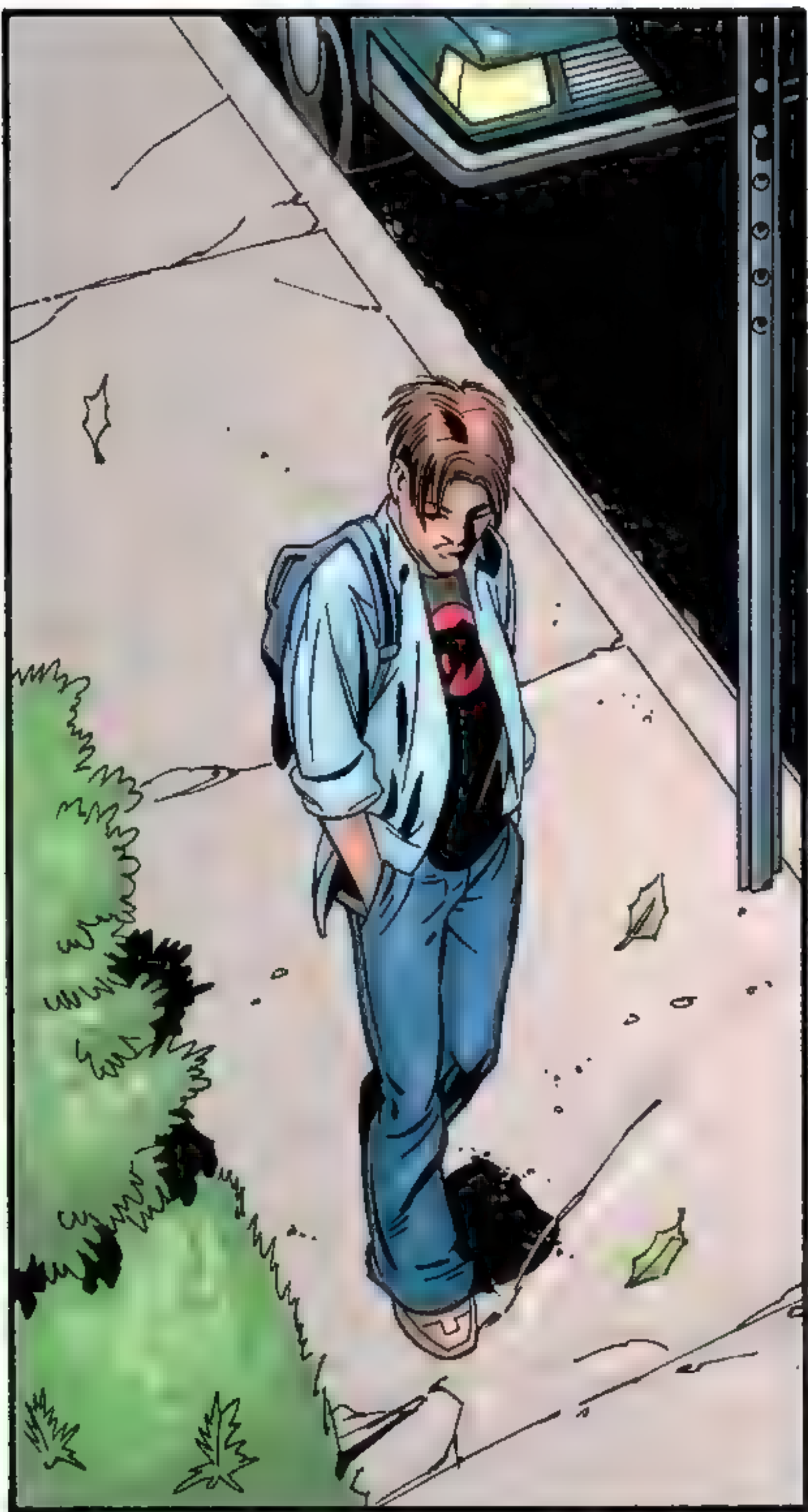
What?!

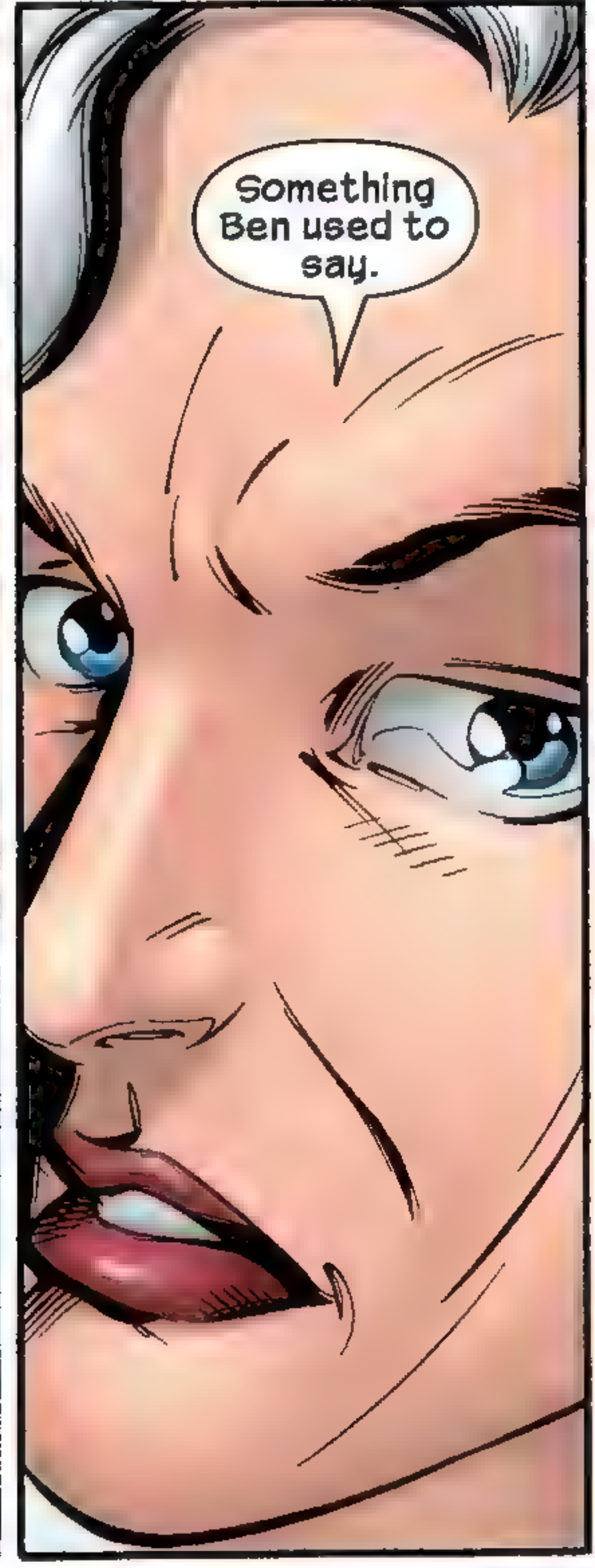
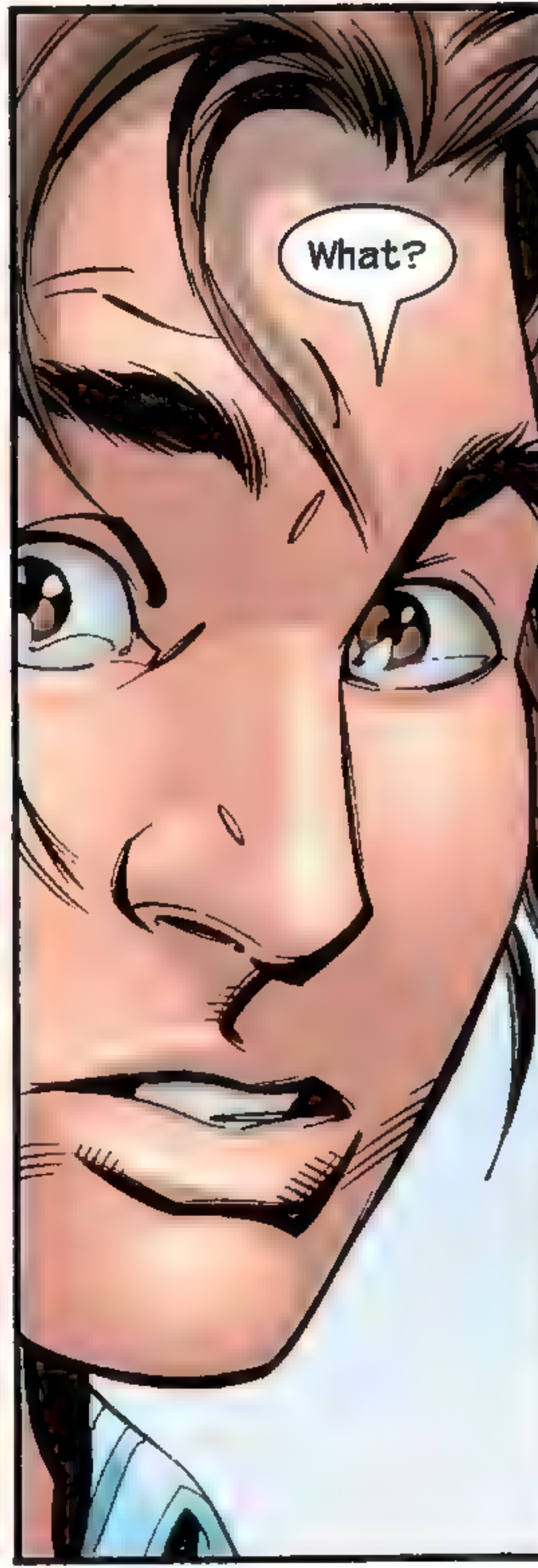
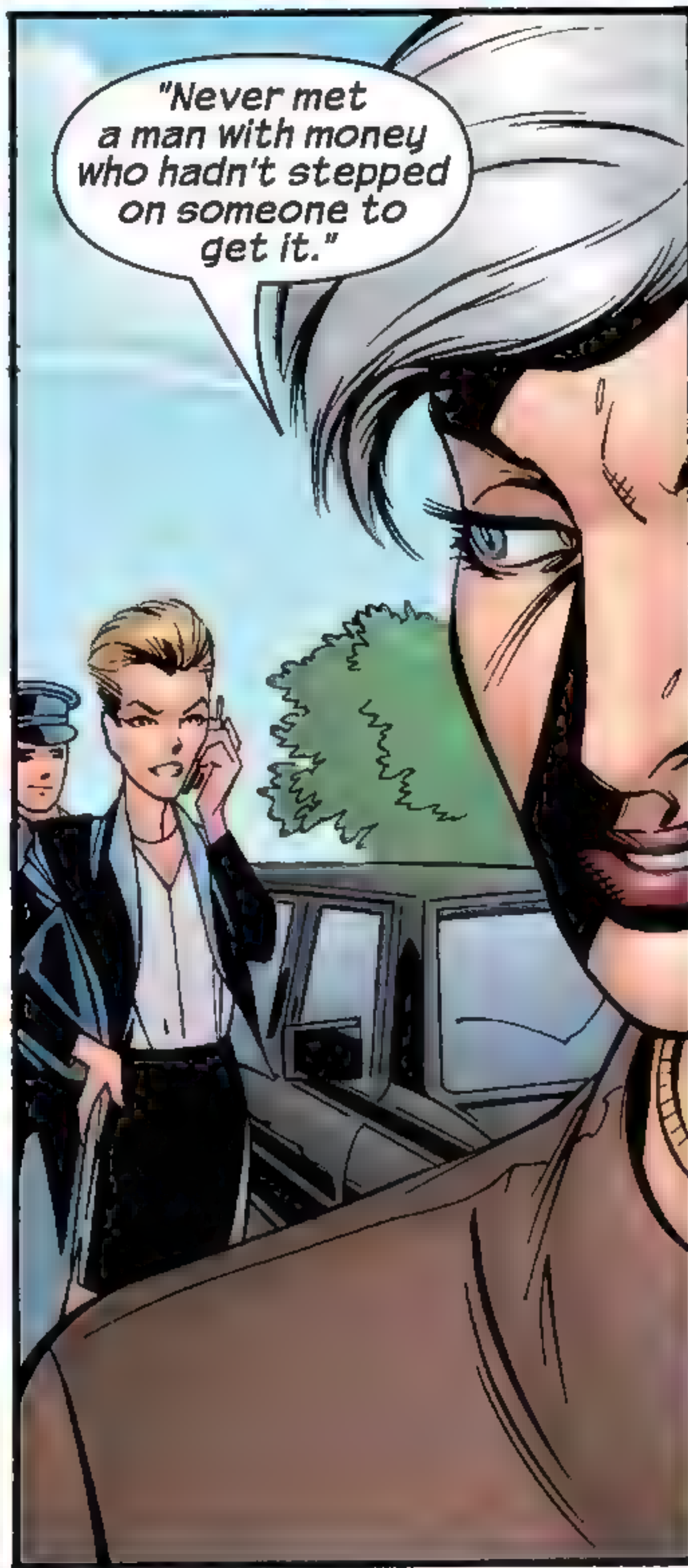
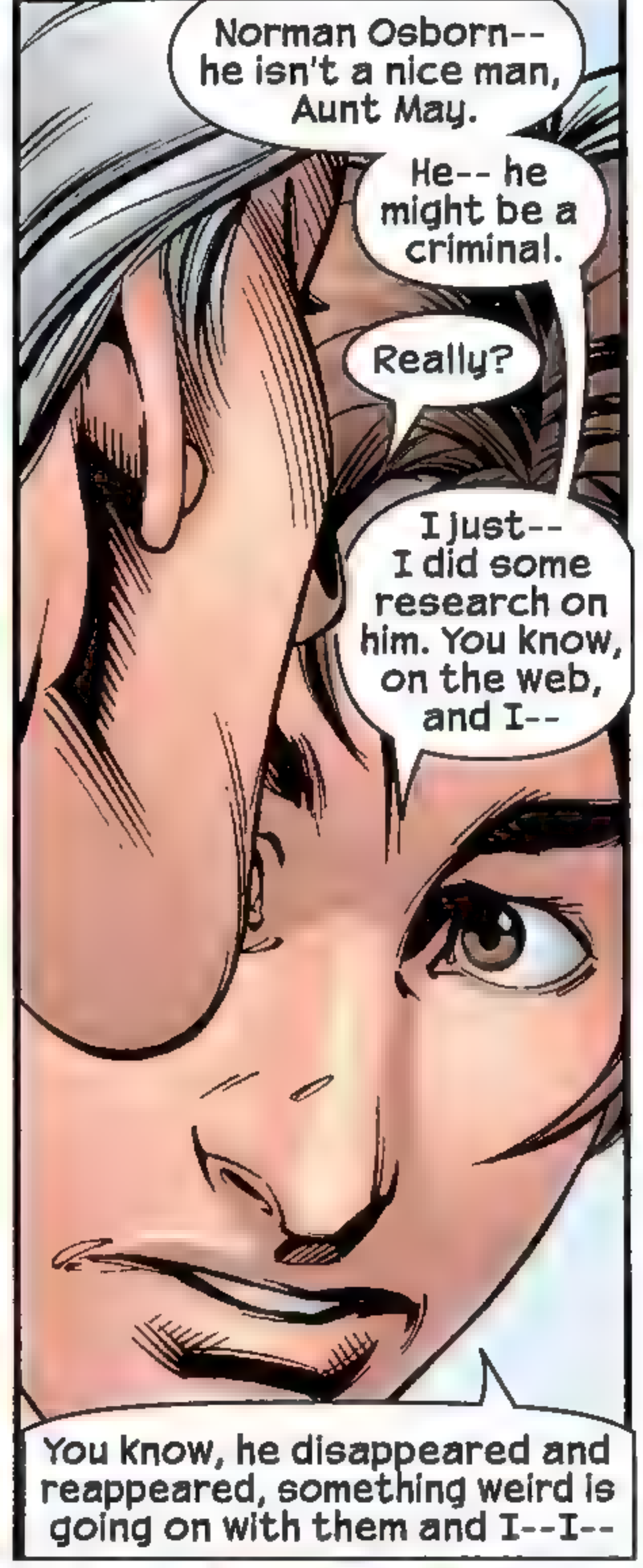
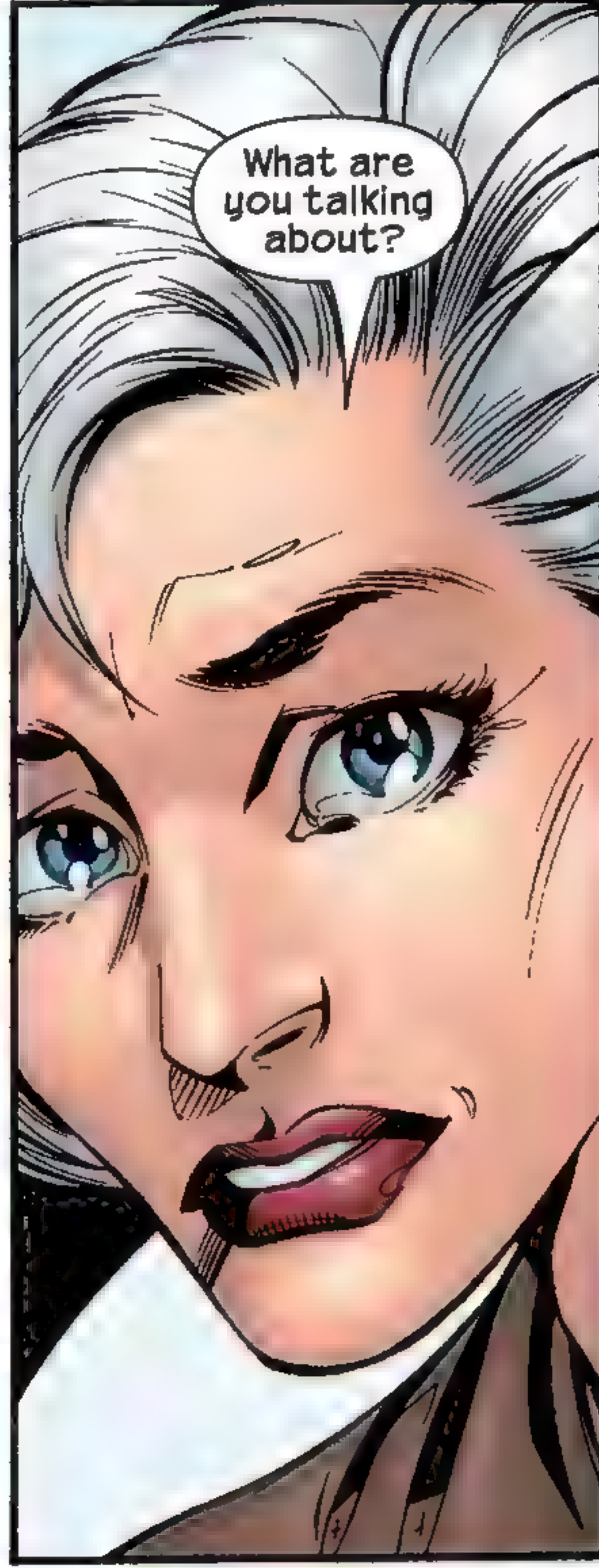
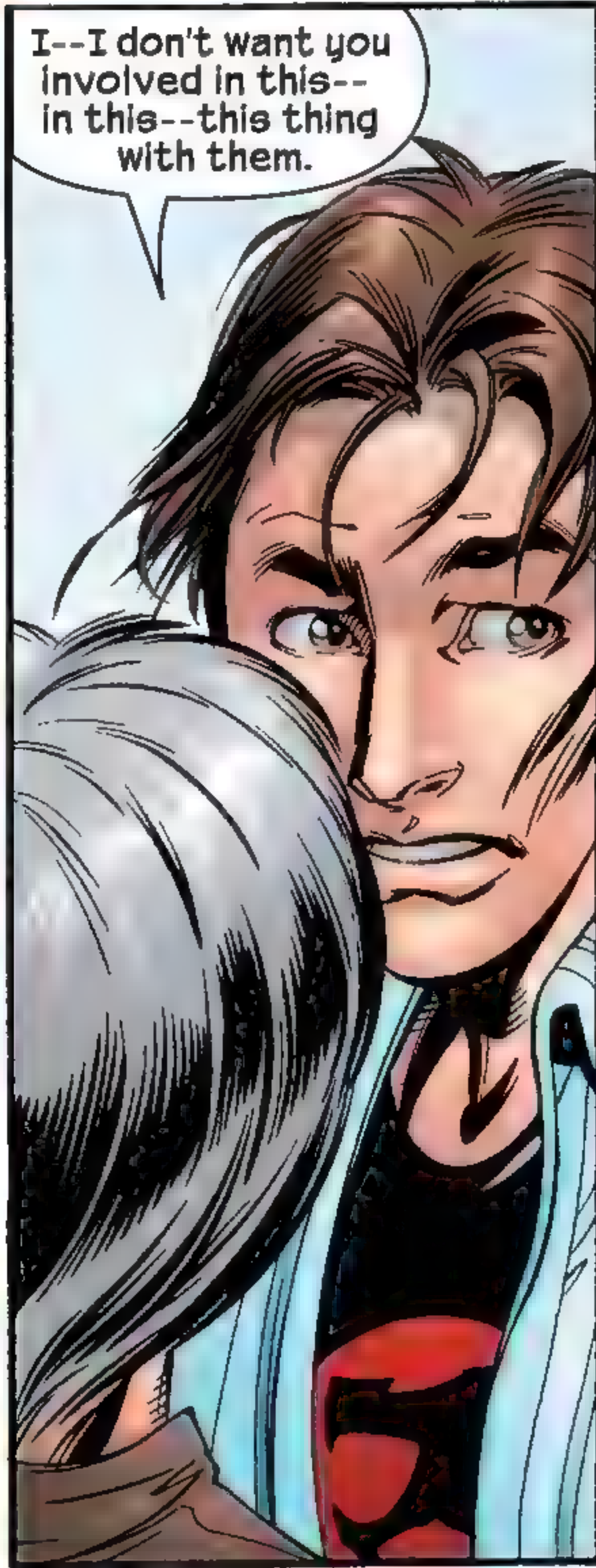
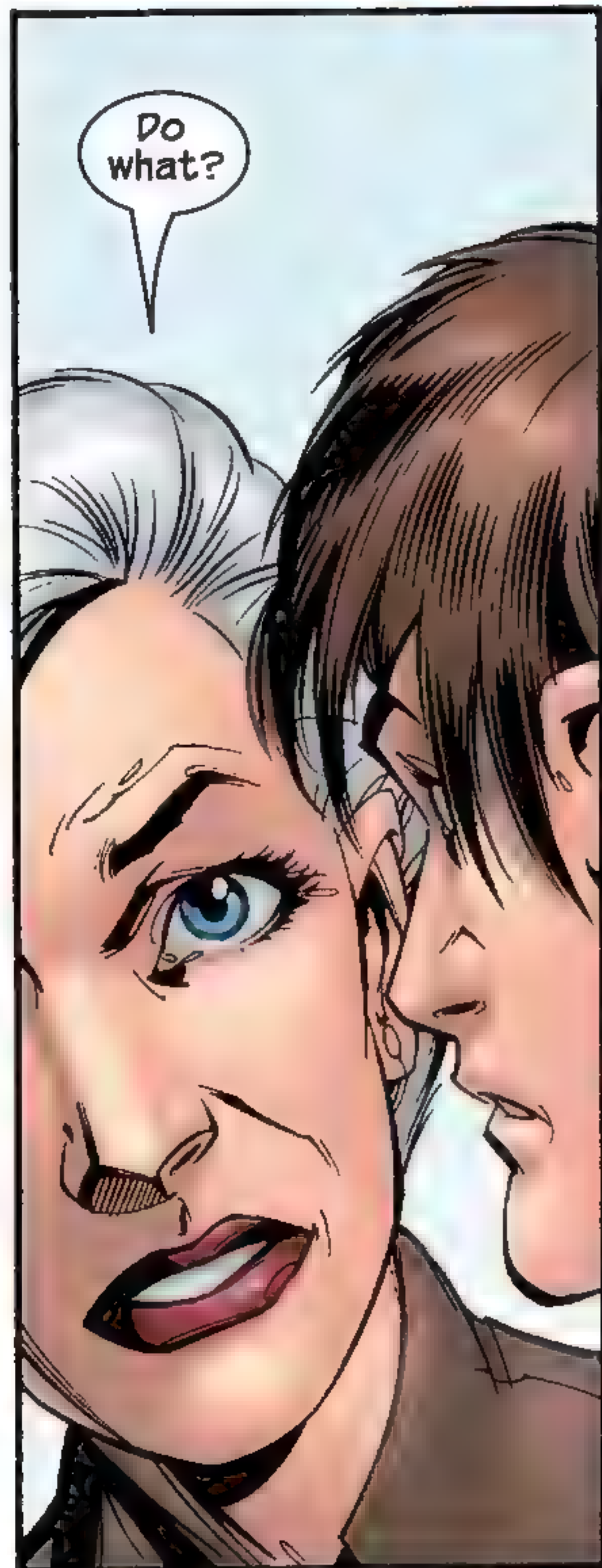


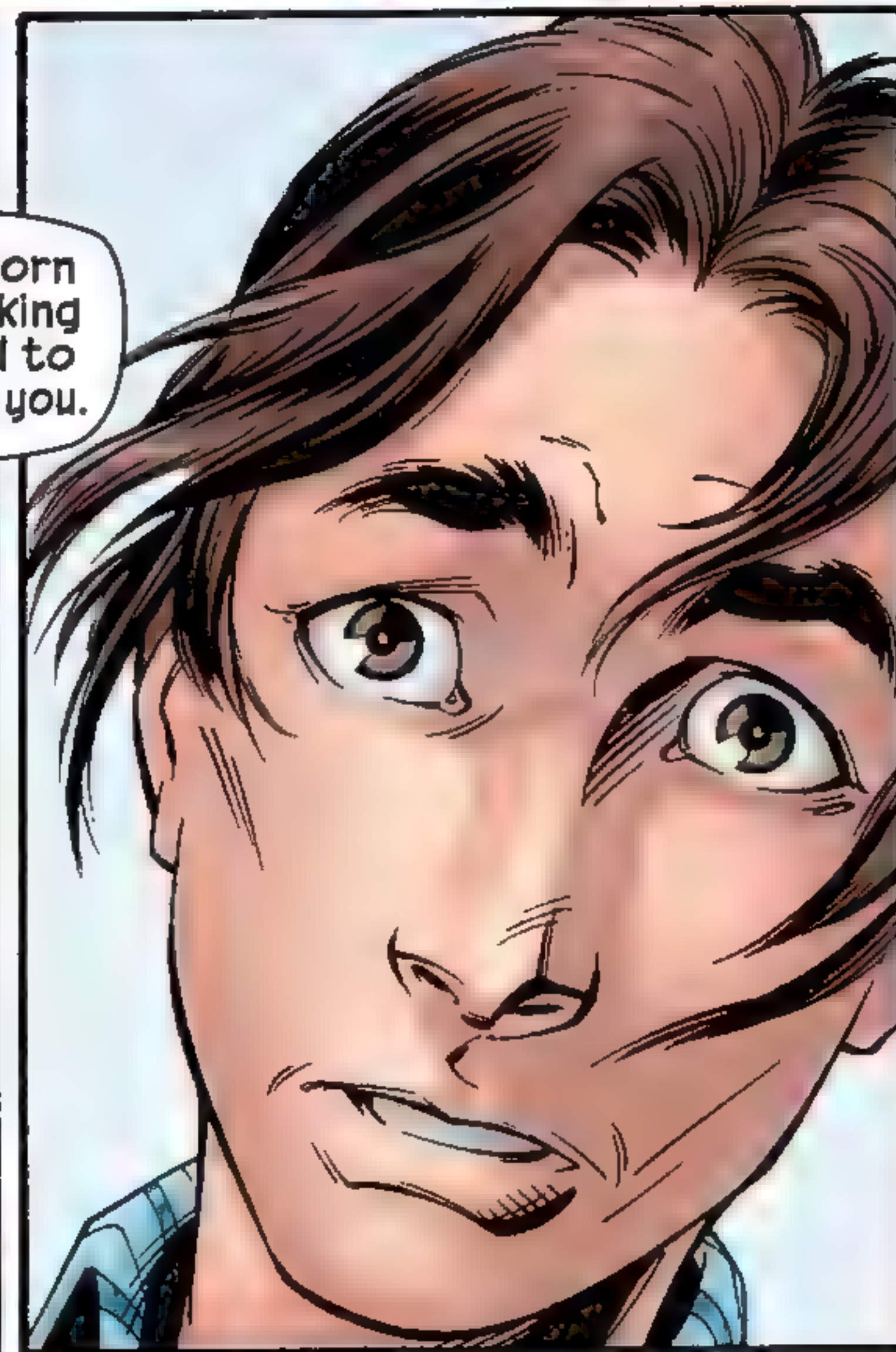
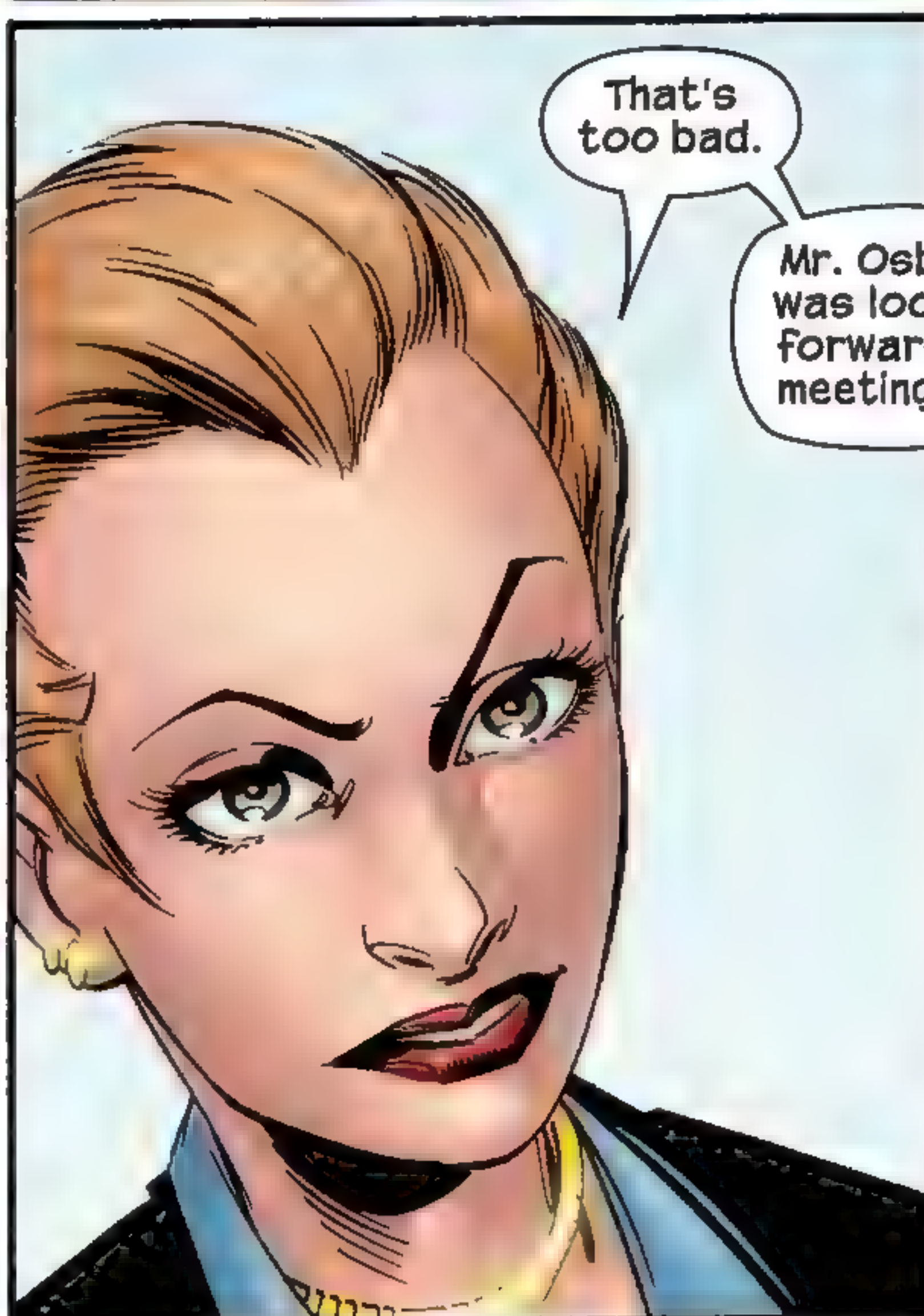
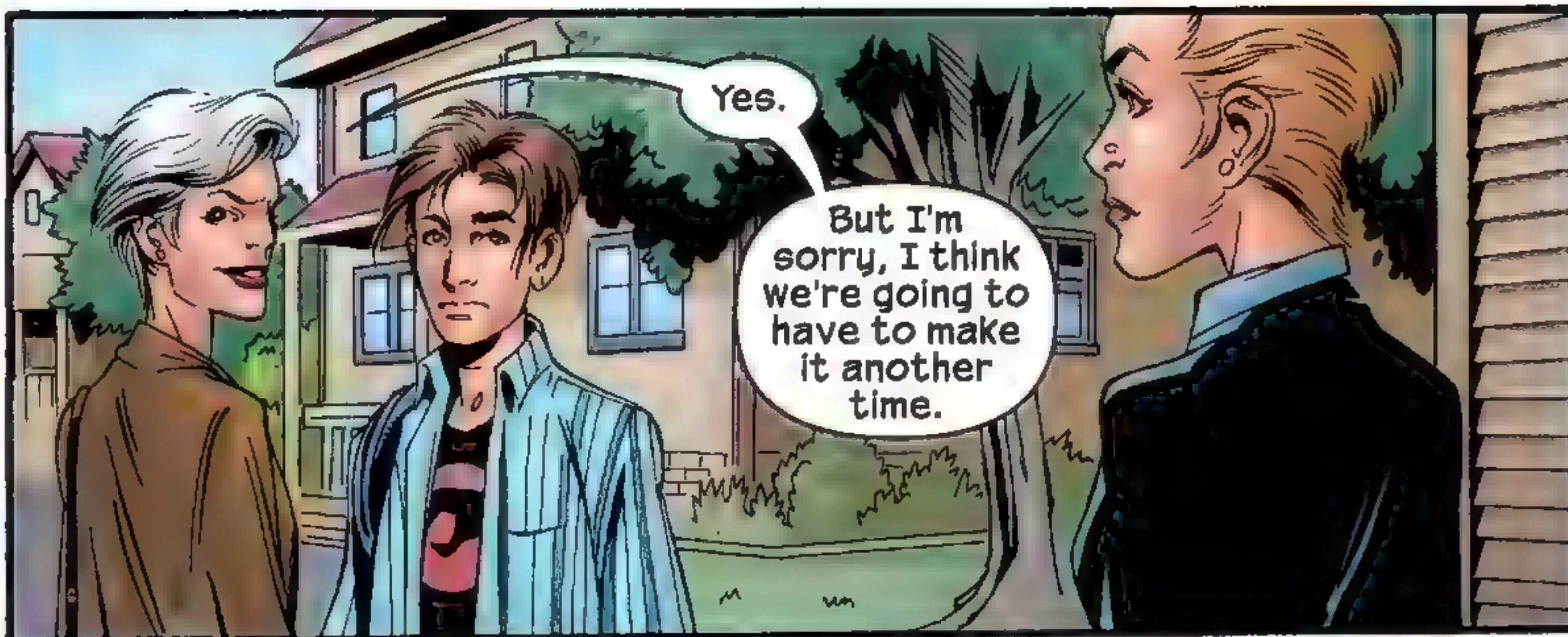


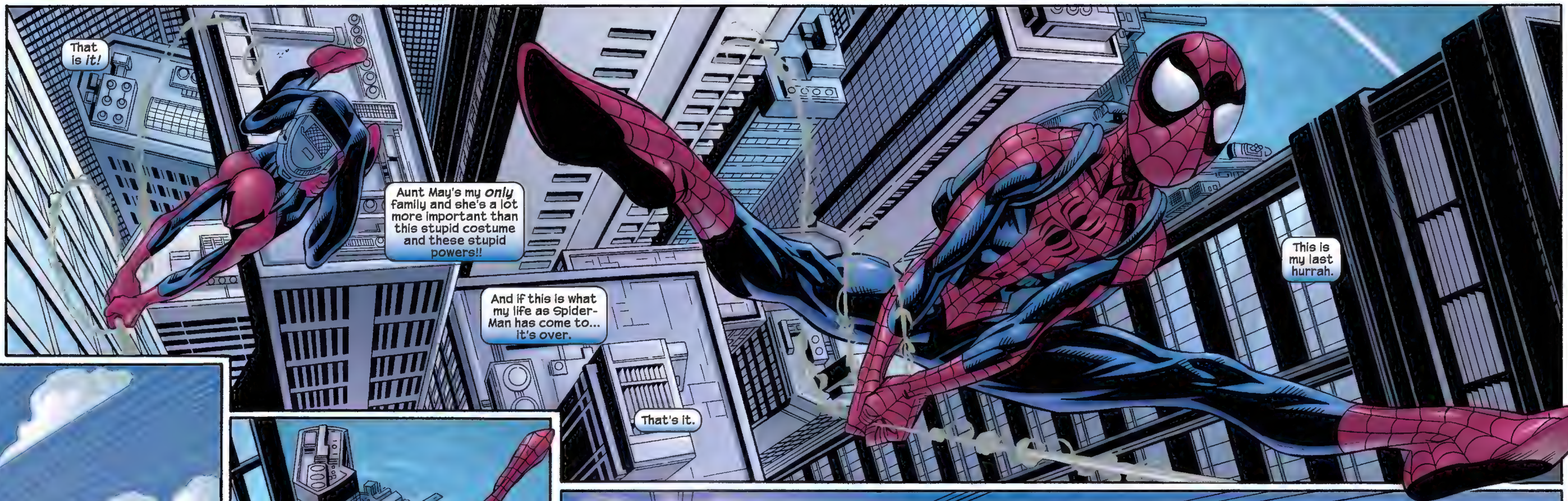












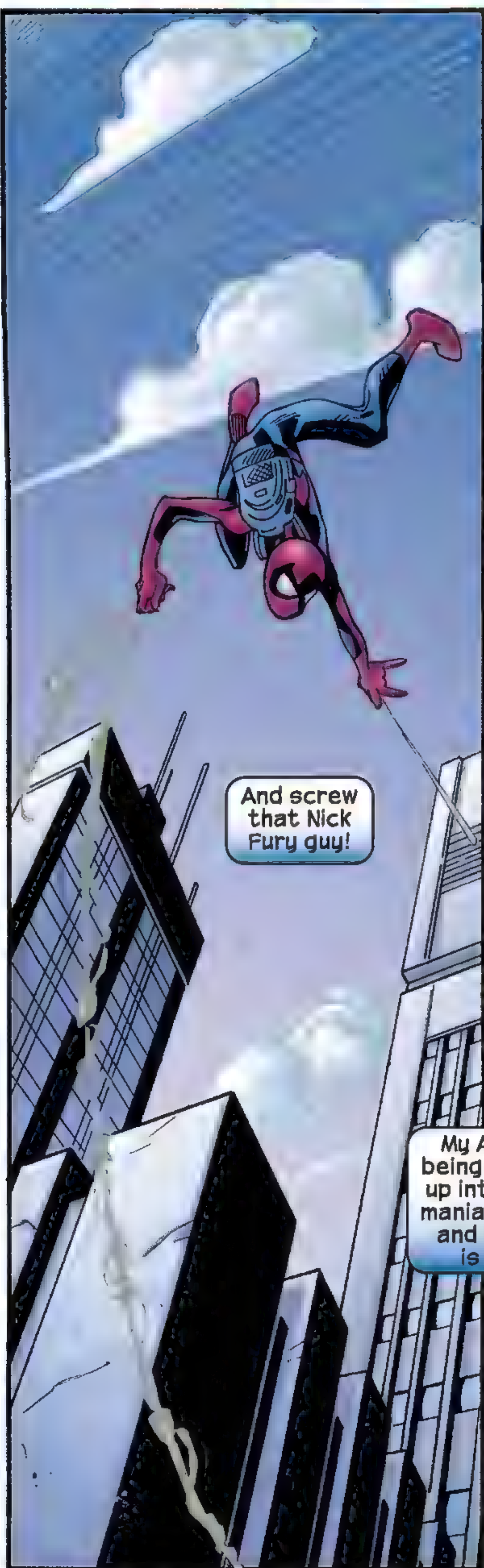
That is it!

Aunt May's my *only* family and she's a lot more important than this stupid costume and these stupid powers!!

And if this is what my life as Spider-Man has come to... it's over.

That's it.

This is my last hurrah.



And screw that Nick Fury guy!

My Aunt's being loaded up into that maniac's limo and where is he?

And I don't see him now!



I'll run to the cops-- I'll run to the FBI.

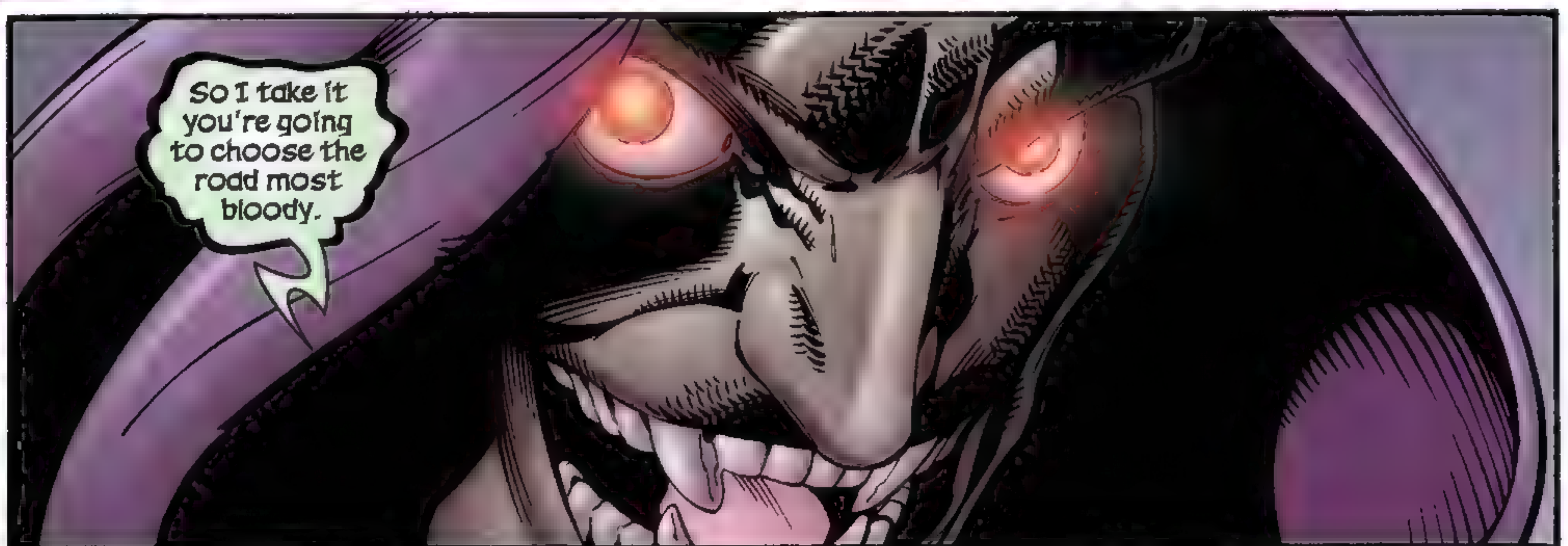
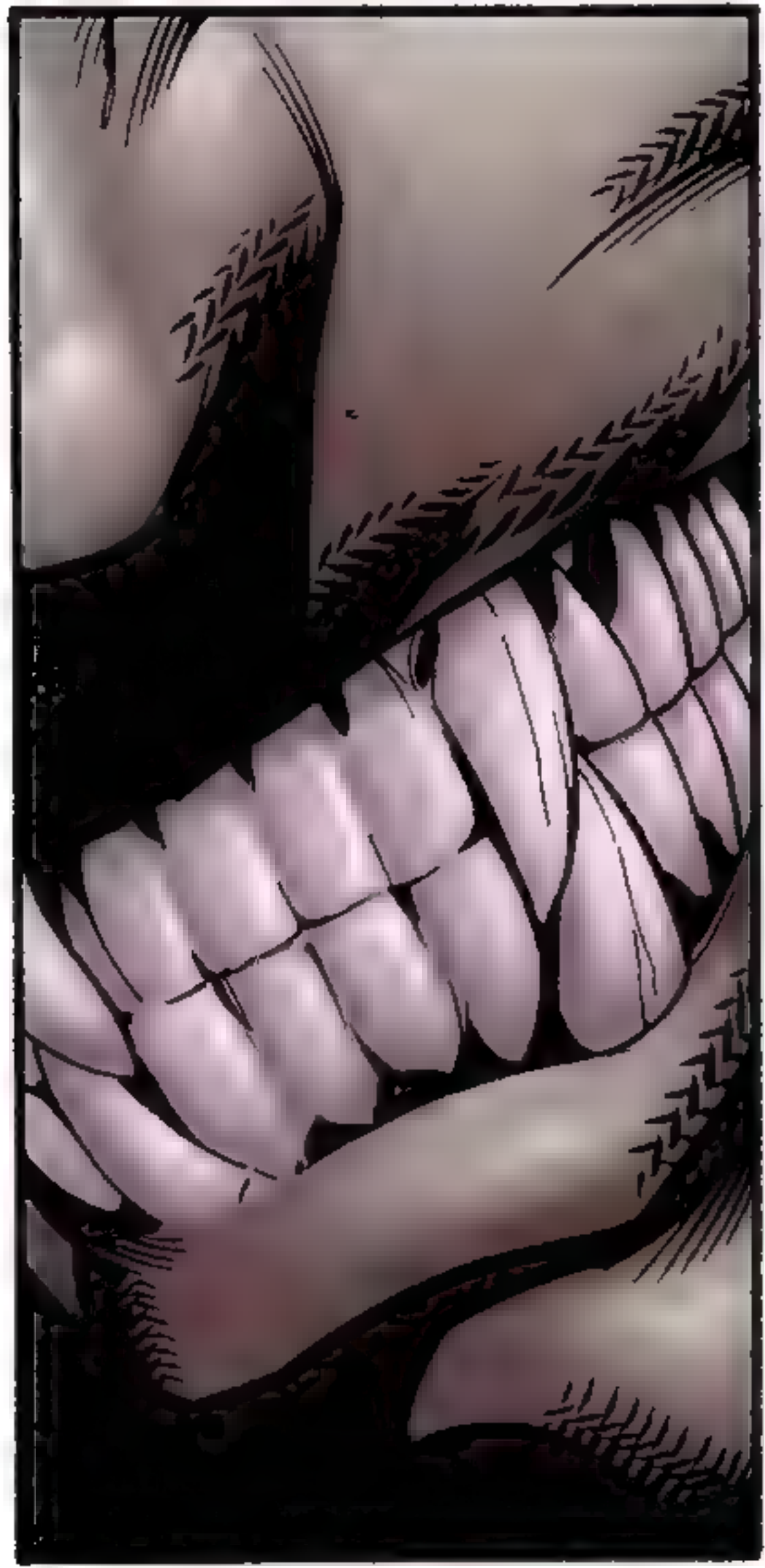


I'll pull off my mask and I'll say or do whatever it takes to get Osborn away from me and my Aunt.

And if I go to jail for it, fine. If I get publicly crucified for it...fine!

I'll do whatever it takes, but I won't let another maniac hurt...

...my family...





What did I do to you exactly?

Why are you in my life?



What did you do to me?!

HA HA HA HA HA HA HA HA



Man, you did this to yourself!!

Hello? I had nothing to do with *this* thing you turned yourself into-- and I have nothing to do with *you*.

If anybody should be mad at anybody I think I should be mad at *you*.

It was *your* spider!

I should sue the crap out of you! What do you think of that?



I don't want any part of this!



I don't want to be a part of whatever it is you are up to.

Do you even know what it is you're up to?

Do you even know why you're picking on me?



Circles!!

Circles of life.

Circles of death.

Circles of Hell.

Circles of pain.

Circles of responsibility.



Oh man, whatever!

You're such a jackass.

All that crap you've injected into yourself has made you nuttier than a fruitcake!



You will do whatever I need. We share the same genetic codes. I own your genetics!!

I own you!! Your responsibilities are to me!!



That's all I need-- a lecture in responsibility from *you*!



You will learn...

You will learn what responsibility means!



Let me make this clear!

I don't work with you. I won't get on your team! I won't kill for you!

It's not going to happen!

And so we are *perfectly* clear, I'm not scared of you and if you come near my family I will fight you till one of us isn't able to fight anymore.

I'm serious!

I have lost more people in this life than-- than one person should!

I didn't ask for any of this. But I won't let you do this. I won't!!

Leave me alone!



So be it.

The same genes run through your blood as mine!

You must learn your responsibilities to me.

You will learn what responsibility means!



What are you talking about?

I don't even know you.



You will learn...





Wow!

Haha! Harry, that was so awesome.



Now I know why people want to be rich and famous-- I can get used to that.

Money doesn't buy everything, MJ.

But you can lease it with an option to buy.



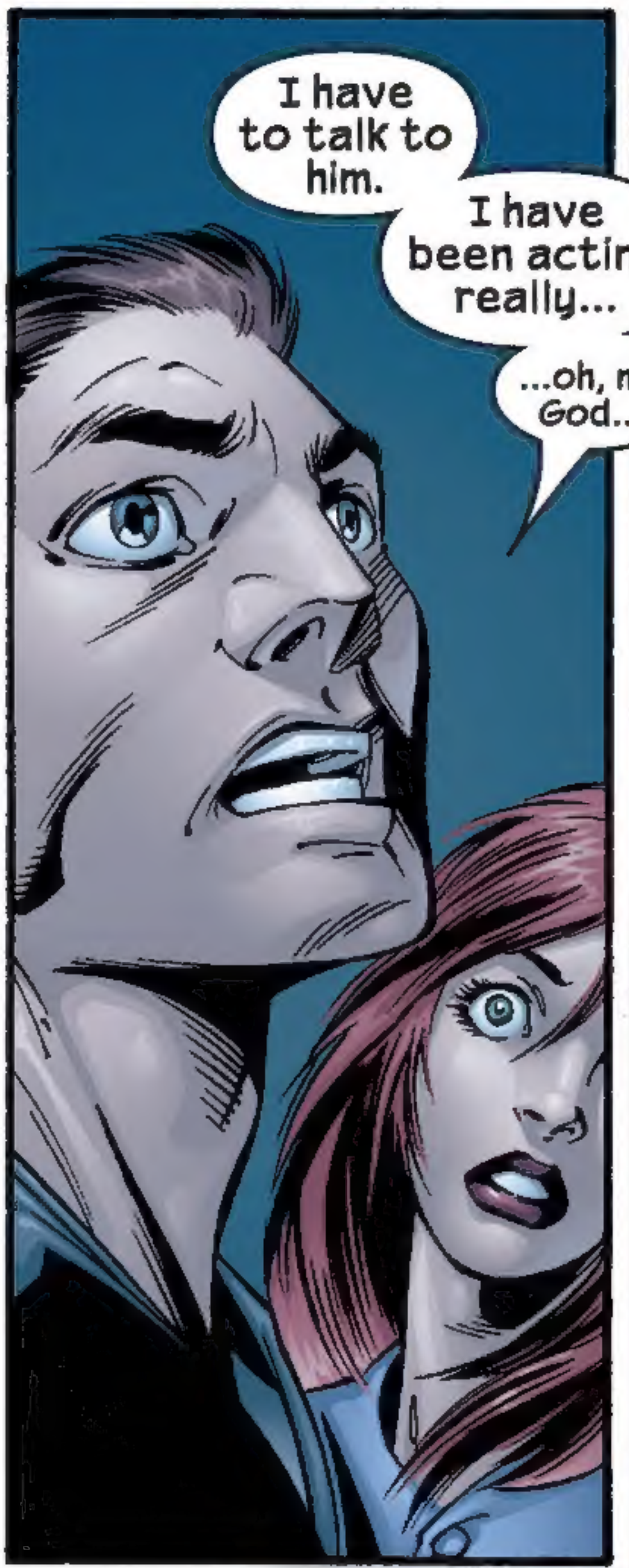
Did you just make that up?

(I stole it from somewhere.) Hey, is Peter here yet?

Not yet.

He's coming, right?

My dad sent the car for him. Guess he'll be here soon.



I have to talk to him.

I have been acting really...

...oh, my God...





To be
continued...



SON OF

VULTURON